

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Kevin J. Doherty, being duly sworn according to law, depose and say that I am employed by Landmark Document Services LLC.

On May 31, 2006, I caused to be served the document listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery:

- 1) First Interim Application Of Skadden, Arps, Slate, Meagher & Flom LLP And Affiliates, Counsel To The Debtors-In-Possession, Seeking Allowance And Payment Of Interim Compensation And Reimbursement Of Expenses Under 11 U.S.C. §§ 330 And 331 (Docket No. 3975) [a copy of which is attached hereto as Exhibit B]

Dated: June 9, 2006

/s/ Kevin J. Doherty  
Kevin J. Doherty

Subscribed and sworn to (or affirmed) before  
me on this 9th day of June, 2006.

Signature : /s/ Mirjana Mirkovic

Commission Expires: 07/02/07

# **EXHIBIT A**

Delphi Corporation  
Skadden First Interim Fee Application  
Special Parties Service List  
Exhibit A

KEY	NAME	COMPANY	ADDRESS1	ADDRESS2	CITY	STATE	ZIPCODE	COUNTRY	TELEPHONE	FAX NO	EMAIL	PARTY/FUNCTION
1	David Sherbin	Delphi Corporation	5725 Delphi Drive		Troy	MI	48098		248-813-2000	248-813-2670	<a href="mailto:david.sherbin@delphi.com">david.sherbin@delphi.com</a>	Debtors
2	John D. Sheehan	Delphi Corporation	5725 Delphi Drive		Troy	MI	48098		248-813-2000	248-813-2670	<a href="mailto:john.sheehan@delphi.com">john.sheehan@delphi.com</a>	Debtors
3	Alicia M. Leonhard	Office of the United States Trustee Southern District of New York	33 Whitehall Street	Suite 2100	New York	NY	10004-2112		212-510-0500			United States Trustee
4	Robert J. Rosenberg	Latham & Watkins LLP	885 Third Avenue		New York	NY	10022-4802		212-906-1370	212-751-4864	<a href="mailto:robert.rosenberg@lw.com">robert.rosenberg@lw.com</a>	Counsel to the Official Committee of Unsecured Creditors
5	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr. and Marissa Wesley	Simpson Thacher & Bartlett LLP	425 Lexington Avenue		New York	NY	10017		212-455-2000	212-455-2502	<a href="mailto:kziman@stblaw.com">kziman@stblaw.com</a> <a href="mailto:rtrust@stblaw.com">rtrust@stblaw.com</a> <a href="mailto:wrussell@stblaw.com">wrussell@stblaw.com</a>	Counsel to Debtors' Prepetition Administrative Agent
6	Donald Bernstein and Brian Resnick	Davis Polk & Wardwell	450 Lexington Avenue		New York	NY	10017		212-450-4092 212-450-4213	212-450-3092 212-450-3213	<a href="mailto:donald.bernstein@dpw.com">donald.bernstein@dpw.com</a> <a href="mailto:brian.resnick@dpw.com">brian.resnick@dpw.com</a>	Counsel to Debtors' Postpetition Administrative Agent
7	Valerie Venable Credit Manager	GE Plastics America	9930 Kincey Avenue		Huntersville	NC	28078		704-992-5075	704-992-4933	<a href="mailto:valerie.venable@ge.com">valerie.venable@ge.com</a>	Member of the Official Committee of Unsecured Creditors and Fee Committee

# **EXHIBIT B**

**Hearing Date: July 19, 2006 at 10:00 a.m.**  
**Objection Deadline: July 12, 2006 at 4:00 p.m.**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

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(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
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FIRST INTERIM APPLICATION OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
AND AFFILIATES, COUNSEL TO THE DEBTORS-IN-POSSESSION, SEEKING  
ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND  
REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. §§ 330 AND 331

("FIRST SKADDEN INTERIM FEE APPLICATION")

Name of Applicant:	Skadden, Arps, Slate, Meagher & Flom LLP And Affiliates
Authorized to Provide Professional Services to:	Delphi Corporation and the Affiliate Debtors
Date of Retention Order:	November 4, 2005
Period for Which Compensation and Reimbursement are Sought:	October 8, 2005 through January 31, 2006
Amount of Compensation Sought as Actual, Reasonable, and Necessary:	\$9,200,920
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	\$622,420
Voluntary Reductions:	
Monthly Fee Statements:	\$773,649
First Fee Application:	\$39,512
Total Reductions:	\$813,161

This is an/(a):            X     Interim                   Final Application.

Aggregate Amounts Paid to Date: \$ 7,392,345 (upon payment of the January monthly statement)

TIME SUMMARY TO FIRST INTERIM FEE APPLICATION OF  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES  
OCTOBER 8, 2005 - JANUARY 31, 2006

Name	Year of Admission	Rate <sup>1</sup>	Hours	Amount
<b>PARTNERS</b>				
Butler, Jr., John Wm.	1980	\$757	887.0	\$671,393
Lyons, John K.	1989	\$645	774.5	\$499,778
Marafioti, Kayalyn A	1980	\$781	592.7	\$462,861
Cochran, Eric L.	1987	\$775	393.8	\$305,207
Springer David E.	1977	\$728	419.1	\$305,175
Gross, Cliff	1989	\$770	278.6	\$214,522
Furfaro, John P.	1981	\$710	215.1	\$152,769
Hiestand, N. Lynn	1981	\$826	179.1	\$147,922
Wexler, Marian P.	1977	\$725	189.4	\$137,407
Berlin, Kenneth	1974	\$739	156.7	\$115,847
Frishman, Lawrence D.	1989	\$755	133.6	\$100,869
Leff, Neil M.	1981	\$785	26.3	\$20,646
LeDuc, Andre	1978	\$770	17.0	\$13,090
<b>Partner Total</b>			<b>4,262.9</b>	<b>\$3,147,486</b>
<b>COUNSEL</b>				
Matz, Thomas J.	1976	\$557	846.3	\$471,016
Sensenbrenner, Eric B.	1996	\$556	383.5	\$213,080
Shivakumar, Dhananjai	1998	\$547	161.0	\$88,060
Amodeo, John A.	1977	\$580	60.7	\$35,206
Ziff, Elaine D.	1983	\$560	20.5	\$11,480
Silverman, Daniel	1966	\$560	17.3	\$9,688
Eisenberg, Henry C.	1985	\$580	14.6	\$8,468
Davies, Linda*	1994	\$540	10.1	\$5,454
<b>Counsel Total</b>			<b>1,514.0</b>	<b>\$842,452</b>
<b>ASSOCIATES</b>				
Meisler, Ron E.	1999	\$508	1,008.3	\$512,217
Reese, Randall G.	2001	\$431	1,117.2	\$481,655
Ziegler, Venera E.	2003	\$510	848.9	\$432,939
Toussi, Sina	1995	\$537	774.7	\$416,313
Herriott, Allison Verderber	2004	\$354	918.4	\$324,908
Micheli, Matthew J.	2002	\$428	671.0	\$287,034
Phillips, Daniel P.	1998	\$540	497.3	\$268,542
De Elizalde, Dolores	2003	\$437	583.1	\$254,980
Fern, Brian M.	1996	\$483	517.4	\$249,753
MacDonald, F. Neil	1997	\$537	397.4	\$213,327
Zaltzman, Haim	2006	\$295	588.3	\$173,558
Campanario, Nick D.	2002	\$455	318.3	\$144,965
Stuart, Nathan L	2002	\$433	319.4	\$138,270

<sup>1</sup> The blended rates set forth for certain professionals reflect the average billing rate for the entire Application Period and incorporate a reduced billing rate for nonworking travel time.

Name	Year of Admission	Rate <sup>1</sup>	Hours	Amount
Pilkington, Christian	Foreign (1999)	\$540	251.9	\$136,026
Wilson, Louis D.	2000	\$510	220.6	\$112,506
Danz, Catherine E.	2001	\$452	218.9	\$98,885
Lozano, Paola	2002	\$540	137.1	\$74,034
Gibson, Marie L.*	1997	\$540	121.4	\$65,556
Hur, Jamie	2005	\$375	170.2	\$63,827
Guzzardo, John	2004	\$375	143.3	\$53,739
Kohut, Ronald D.	2004	\$410	98.8	\$40,508
Feinberg, Aaron S.	2002	\$465	86.1	\$40,037
Nash, Jr. Patrick J.	1996	\$470	67.1	\$31,544
Heather, Justin L.	2001	\$465	48.9	\$22,739
Ogunsanya, Gregory O.	2004	\$440	51.1	\$22,484
Turman, III, Rossie E	1999	\$540	35.3	\$19,062
Smith-Haley, Kelly	2004	\$375	47.6	\$17,850
Dickerson, Chris L.	1998	\$540	27.8	\$15,012
Rohner, William M.	2002	\$440	25.1	\$11,044
Mullin, Joshua A.	1997	\$540	19.9	\$10,746
Meidan, Lanelle K.	2000	\$510	12.1	\$6,171
Boden, Julie M.	2005	\$375	14.3	\$5,363
Kahn, Melissa T.	2003	\$327	13.6	\$4,449
Olasky, Peter	2005	\$312	8.8	\$3,300
<b>Associate Total</b>			<b>10,379.6</b>	<b>\$4,753,343</b>
<b>PARAPROFESSIONALS</b>				
Demma, Jeffrey	N/A	\$218	615.7	\$134,095
Salazar, Adriana	N/A	\$175	557.7	\$97,601
Zsoldos, Andrew F.	N/A	\$145	509.1	\$73,824
Chow, Pauline	N/A	\$219	170.1	\$37,237
Jacobson, Susan	N/A	\$230	83.6	\$19,228
Negron, Angeline M.	N/A	\$75	238.9	\$17,919
Rivera, Maira	N/A	\$75	225.2	\$16,891
Nowicki, John A.	N/A	\$230	63.6	\$14,628
Worscheck, Toby M.	N/A	\$75	186.3	\$13,973
Corkran, Christine M.	N/A	\$145	47.4	\$6,874
Bonachea, Louisa	N/A	\$175	39.0	\$6,825
Lorenz, Geoffrey	N/A	\$145	42.8	\$6,207
Fieberg, William	N/A	\$230	15.0	\$3,450
Shahani, Angelly	N/A	\$230	11.8	\$2,714
Isaksson, Norman K.	N/A	\$175	14.2	\$2,485
Donnelly, Neal P.	N/A	\$175	13.4	\$2,345
Roman, Joseph J.	N/A	\$75	17.9	\$1,343
<b>Paraprofessional Total</b>			<b>2,851.7</b>	<b>\$457,639</b>
<b>TOTAL ALL PROFESSIONALS</b>			<b>19,008.2</b>	<b>\$9,200,920</b>

\* On April 1, 2006, Linda Davies and Marie L. Gibson became partners of Skadden.

SUMMARY OF SERVICES RENDERED BY  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES  
OCTOBER 8, 2005 - JANUARY 31, 2006

Activities	Hours	Fees
Case Administration	3,484.0	\$1,136,809 (12.4%)
Supplier Matters	1,904.5	\$1,032,388 (11.2%)
Tax Matters	1,557.8	\$932,086 (10.1%)
Employee Matters (General)	1,750.4	\$879,786 (9.6%)
Customer Matters (GM)	799.7	\$458,182 (5.0%)
Creditor Meetings / Statutory Committees	765.9	\$415,954 (4.5%)
Employee Matters (Labor Unions)	705.4	\$414,991 (4.5%)
Retention / Fee Matters / Objections (Others)	867.2	\$377,176 (4.1%)
General Corporate Advice	590.5	\$340,687 (3.7%)
Global Subsidiaries (Non-U.S.)	534.6	\$330,534 (3.6%)
Financing (DIP and Emergence)	518.5	\$296,608 (3.2%)
Utilities	577.2	\$295,549 (3.2%)
Nonworking Travel Time	984.4	\$290,270 (3.2%)
Business Operations / Strategic Planning	386.4	\$258,753 (2.8%)
Secured Claims (Except Vendor Claims)	491.7	\$236,983 (2.6%)
Reports and Schedules	380.1	\$187,152 (2.0%)
Environmental Matters	233.8	\$163,396 (1.8%)
Executory Contracts (Personalty)	320.1	\$153,055 (1.7%)
Leases (Real Property)	286.8	\$143,190 (1.6%)
Claims Admin. (Reclamation/Trust Funds)	417.2	\$134,926 (1.5%)
Asset Dispositions (General)	210.6	\$117,199 (1.3%)
Litigation (Insurance Recovery)	175.5	\$103,530 (1.1%)
Insurance	166.7	\$83,523 (0.9%)
Customer Matters (General)	119.2	\$72,901 (0.8%)
Automatic Stay (Relief Actions)	143.9	\$64,079 (0.7%)
Real Estate (Owned)	102.0	\$63,413 (0.7%)

<b>Activities</b>	<b>Hours</b>	<b>Fees</b>
Retention / Fee Matters (SASM&F)	203.8	\$58,023 (0.6%)
Asset Dispositions (Real Property)	63.8	\$36,866 (0.4%)
Claims Admin. (General)	83.5	\$31,974 (0.3%)
Intellectual Property	44.4	\$22,186 (0.2%)
Litigation (General)	47.7	\$21,112 (0.2%)
Employee Matters (Retirees/OPEB)	41.4	\$21,019 (0.2%)
Reorganization Plan / Plan Sponsors	33.6	\$14,195 (0.2%)
Regulatory and SEC Matters	15.9	\$12,425 (0.1%)
<b>Total</b>	<b>19,008.2</b>	<b>\$9,200,920</b>

**Hearing Date: July 19, 2006 at 10:00 a.m.**  
**Objection Deadline: July 12, 2006 at 4:00 p.m.**

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333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
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Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
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Debtors.	:	(Jointly Administered)
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FIRST INTERIM APPLICATION OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
AND ITS AFFILIATES, COUNSEL TO THE DEBTORS-IN-POSSESSION, SEEKING  
ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND  
REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. §§ 330 AND 331

("FIRST SKADDEN INTERIM FEE APPLICATION")

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates ("Skadden"), counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (the "Reorganization Cases"), submits this first interim application (the "Interim Application") seeking interim allowance and payment of compensation and reimbursement of expenses under 11 U.S.C. §§ 330 and 331 for the period from October 8, 2005 through January 31, 2006 (the "Application Period"). Skadden submits this Interim Application for (a) allowance of compensation for professional services rendered by Skadden to the Debtors, and (b) reimbursement of actual and necessary charges and disbursements incurred by Skadden in the rendition of required professional services on behalf of the Debtors. In support of this Interim Application, Skadden represents as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005 (the "Petition Dates"), Delphi and certain of its U.S. subsidiaries and affiliates (the "Debtors") filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtor's chapter 11 cases.

2. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Creditors' Committee"). On April 28, 2006, the U.S. Trustee appointed an official committee of equity security holders (the "Equity Committee"). No trustee or examiner has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Local Rule 2014-1. This Interim Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, adopted by the Court on April 19, 1995 (the "Local Guidelines") and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (Appendix A to 28 C.F.R. § 58), dated May 17, 1996 (the "UST Guidelines" and, together with the Local Guidelines, the "Guidelines"). Pursuant to the Local Guidelines, a certification regarding compliance with the Guidelines is attached hereto as Exhibit A.

#### Retention Of Skadden

5. Upon the commencement of the Reorganization Cases, the Debtors applied to this Court for an order approving the retention of Skadden as their principal restructuring and bankruptcy counsel (the "Retention Application") to perform legal services under a general retainer that was necessary to enable the Debtors to faithfully execute their duties as debtors-in-possession. On November 4, 2006, this Court entered an order (the "Retention Order")<sup>2</sup>

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<sup>2</sup> A copy of the Retention Application, the supporting declaration, and the Retention Order are attached hereto as Exhibit B. These materials include factual information regarding the experience and standing at the bar of certain of Skadden's senior attorneys.

authorizing the Debtors to employ Skadden as their counsel under the terms set forth in the Retention Application.<sup>3</sup>

6. In the Retention Application, the Debtors disclosed that Skadden's fees for professional services are based on its guideline hourly rates, which are periodically adjusted. The Debtors also disclosed in the Retention Application that Skadden's charges and disbursements are invoiced pursuant to Skadden's Policy Statement Concerning Charges and Disbursements, a copy of which is attached to the Engagement Agreement. Certain charges and disbursements are not charged separately under the bundled rate structure as described in the Retention Application.

7. Other than an arrangement between Skadden and its members, there is no agreement or understanding between Skadden and any person for the sharing of compensation to be received for services rendered in this case.

#### Fee Procedures And Monthly Fee Statements

8. On November 4, 2005, this Court entered the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (Docket No. 869) (the "Initial Interim Compensation Order"). On March 8, 2006, this Court entered a Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (Docket No. 2747) (the "Supplemental Interim Compensation Order"), which, among other things, clarified the deadlines for retained professionals to submit interim and final fee applications. On March 28, 2006, this Court entered a Second Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (Docket No. 2986) (the

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<sup>3</sup> The Retention Order incorporates the terms of an engagement agreement dated as of July 12, 2005 (the "Engagement Agreement"), between Skadden and the Debtors, a copy of which is attached as Exhibit A to the declaration supporting the Retention Application.

"Second Supplemental Interim Compensation Order") extending the deadline for retained professionals to (a) file and serve their first interim fee applications and (b) serve monthly fee statements. On May 5, 2006, this Court entered its Third Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (Docket No. 3630) (the "Third Supplemental Interim Compensation Order," together with the Initial Interim Compensation Order, Supplemental Interim Compensation Order, and Second Supplemental Interim Compensation Order, the "Interim Compensation Order"), which established a Fee Review Committee (as defined below), approved a protocol for reviewing fees and reimbursement of expenses sought by retained professionals and further extended the deadline (a) to file and serve the first interim fee application and (b) to serve monthly fee statements. Pursuant to paragraph 2(a) and 2(j) of the Interim Compensation Order, as supplemented, as well as the Fee Review Protocol (defined below), Skadden is submitting this Interim Application to the Debtors, as well as to the U.S. Trustee, the counsel to the Creditors' Committee, the counsel for the agent under the Debtors' prepetition credit facility, the counsel for the agent under the Debtors' postpetition credit facility, and the members of the Fee Review Committee (defined below).

9. To minimize costs to the Debtors' estates and avoid duplicative efforts in the review of fee applications filed in these Reorganization Cases, the Debtors, the Creditors' Committee, and the U.S. Trustee negotiated the formation of a joint fee review committee (the "Fee Review Committee") to review, comment on, and, if necessary, object to the various fee applications filed in these Reorganization Cases. As part of the Third Supplemental Interim Compensation Order, this Court authorized the establishment of the Fee Review Committee and approved a protocol regarding the Fee Review Committee, its composition, mandate, and

procedures (the "Fee Review Protocol"). One aspect of the Fee Review Protocol institutes a series of procedures (the "Budget Procedures") with regard to the submission and review of budgets (each, a "Budget") for professionals working on these Reorganization Cases. Pursuant to the Budget Procedures each professional must prepare and submit to the Fee Review Committee a Budget for professional fees for each application period, beginning with the third interim fee application period which commences on June 1, 2006. The Fee Review Committee held its initial meeting on May 17, 2006.

#### Overview Of Delphi Corporation

10. Delphi and its subsidiaries and affiliates (collectively, the "Company") had global 2005 net sales of approximately \$26.9 billion, and global assets as of August 31, 2005 of approximately \$17.1 billion.<sup>4</sup> At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.

11. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer.

12. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions

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<sup>4</sup> The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

Events Leading To Chapter 11 Filing

13. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.<sup>5</sup> Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.8 billion on net sales of \$26.9 billion.

14. The Debtors believe that the Company's financial performance has deteriorated because of: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

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<sup>5</sup> Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.

15. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions with its major unions and GM had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value for its stakeholders.

The Debtors' Transformation Plan

16. On March 31, 2006, the Company outlined the key tenets of its transformation plan. The Company believes that this plan will enable it to return to stable, profitable business operations and allow the Debtors to emerge from these chapter 11 cases in the first half of 2007. To complete their restructuring process, the Debtors must focus on five key areas. First, Delphi must modify its labor agreements to create a competitive arena in which to conduct business. Second, the Debtors must conclude their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company. Third, the Debtors must streamline their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus. Fourth, the Debtors must transform their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint. Finally, the Debtors must devise a workable solution to their current pension situation.

17. In connection with the first two elements of the Company's transformation plan, Delphi continues to participate in discussions with its unions and GM. Throughout those discussions, Delphi has consistently communicated a clear message to both its hourly workforce

and GM: Delphi is committed to finding a consensual resolution to its issues and intends to continue to discuss with its unions and GM ways to become competitive in the Debtors' U.S. operations. To that end, Delphi, GM and the UAW recently received this Court's approval of a tripartite agreement providing for a special hourly attrition program for Delphi's UAW-represented employees.<sup>6</sup> This special hourly attrition program could provide as many as 18,000 of Delphi's 23,000 existing UAW-represented long-term hourly employees with "soft landings" through retirement attrition programs and GM flowbacks. Delphi also hopes to reach agreement on similar hourly attrition programs with its other unions, which could provide as many as 4,500 additional hourly employees with retirement programs or incentives.

18. These hourly attrition programs constitute an important first step in implementing the Debtors' transformation plan, but will not resolve all of the issues related to Delphi's uncompetitive labor agreements. Moreover, Delphi has not yet reached comprehensive agreements with its unions and GM. Therefore, on March 31, 2006, Delphi moved under sections 1113 and 1114 of the Bankruptcy Code for authority to reject its U.S. labor agreements and to modify retiree benefits.<sup>7</sup> On May 9, 2006 the hearing under sections 1113 and 1114 of the Bankruptcy Code commenced. Contemporaneously with the filing of the 1113/1114 motion, the Debtors also moved to reject unprofitable supply contracts with GM.<sup>8</sup> Among the reasons for the GM contract rejection motion was the Debtors' belief that GM must cover a greater portion of the

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<sup>6</sup> On May 8, 2006, the Court entered an order approving the agreement relating to the UAW's special hourly attrition program (Docket No. 3648), and such order was amended by this Court on May 12, 2006 (Docket No. 3754). On May 18, 2006, Wilmington Trust Company filed a notice of appeal related to both the May 8, 2006 order and the May 12, 2006 amended order approving the agreement related to the UAW's special hourly attrition program (Docket No. 3813). The basis of Wilmington Trust Company's appeal is not stated on its notice of appeal.

<sup>7</sup> Motion For Order Under 11 U.S.C. § 1113(c) Authorizing Rejection Of Collective Bargaining Agreements And Under 11 U.S.C. § 1114(g) Authorizing Modification of Retiree Welfare Benefits (Docket No. 3035).

<sup>8</sup> Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006 Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation (Docket No. 3033).

costs of manufacturing products for GM at plants that bear the burden of the Debtors' legacy costs. This initial motion covers approximately half of the Debtors' North American annual purchase volume revenue from GM but only 10% of the Debtors' total contracts with GM. Although the filing of these motions was a necessary procedural step, the Debtors remain focused on reaching a consensual resolution with all of Delphi's unions and GM before the merits of the motion are determined by the Bankruptcy Court.

19. To implement the third element of the Debtors' transformation plan, the Company announced plans to focus its product portfolio on those core technologies for which the Company has significant competitive and technological advantages and expects the greatest opportunities for increased growth. To that end, the Company will focus the organization around the following core strategic product lines: (a) Controls & Security (Body Security, Mechatronics, Power Products, and Displays), (b) Electrical/Electronic Architecture (Electrical/Electronic Distribution Systems, Connection Systems, and Electrical Centers), (c) Entertainment & Communications (Audio, Navigation, and Telematics), (d) Powertrain (Diesel and Gas Engine Management Systems), (e) Safety (Occupant Protection and Safety Electronics), and (f) Thermal (Climate Control & Powertrain Cooling).<sup>9</sup>

20. In contrast, the Company similarly identified certain non-core product lines that do not fit into its future strategic framework, including Brake & Chassis Systems, Catalysts, Cockpits and Instrument Panels, Door Modules and Latches, Ride Dynamics, Steering, and Wheel Bearings. The Company will seek to sell or wind down these non-core product lines (which will include approximately one-third of its global manufacturing sites) and will consult with its

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<sup>9</sup> The Company does not expect the portfolio changes to have a significant impact on its independent aftermarket or consumer electronics businesses. Similarly, the Company does not expect an impact on medical, commercial vehicles, or other adjacent-market businesses and product lines.

customers, unions, and other stakeholders to carefully manage the transition of such affected product lines. The Company intends to sell or wind down the non-core product lines and manufacturing sites by January 1, 2008.

21. As part of its organizational restructuring, the fourth element of the Debtors' transformation plan, the Company expects to reduce its global salaried workforce by as many as 8,500 employees as a result of portfolio and product rationalizations and initiatives adopted following an analysis of the Company's selling, general, and administration ("SG&A") cost saving opportunities. The Company believes that once its SG&A plan is fully implemented, the Company should realize savings of approximately \$450 million per year in addition to savings realized from competitive measures planned for its core businesses and the disposition of non-core assets.

22. As noted above, the final key tenet of the transformation plan is to devise a workable solution to the Debtors' current pension situation. The Debtors' goal is to retain the benefits accrued under the existing defined benefit U.S. pension plans for both the Debtors' hourly and salaried workforce. To do so, however, it will be necessary to freeze the current hourly U.S. pension plan as of October 1, 2006 and to freeze the current salaried U.S. pension plan as of January 1, 2007. Despite the freeze, because of the size of the funding deficit, it will also be necessary for the Debtors to obtain relief from the Pension Benefit Guaranty Corporation, the Internal Revenue Service, the Department of Labor, and potentially Congress, to amortize funding contributions over a long-term period. The Company intends to replace the hourly plan (for certain employees) and the salaried plan with defined contribution plans.

23. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are

well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver high-quality products to its customers globally.

Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Significant Events During The Application Period

24. Upon commencing the Reorganization Cases, Delphi and the Affiliate Debtors became one of the largest companies, on a consolidated basis, ever to file chapter 11 petitions in the history of the U.S. bankruptcy system and the largest industrial company ever to seek chapter 11 relief. The Debtors' schedules of assets and liabilities and statements of financial affairs (collectively, the "Schedules and Statements"), filed on January 20, 2006, contain nearly 22,000 pages of information listing over 20,000 scheduled liabilities and nearly 347,000 scheduled executory contracts.

25. During the Application Period, nearly 2,000 items have been docketed. There are approximately 450 parties on the core service lists in these Reorganization Cases. There have been more than 100 orders entered during the Application Period in which, following the "first day" hearings, three omnibus and two off-omnibus hearings were conducted. Skadden has logged and responded to over two thousand letters, emails, and telephone messages recorded on its dedicated Delphi voicemail box.

26. In undertaking these efforts during the initial launch phase of these Reorganization Cases, the primary goal of the Debtors and their advisors, including Skadden,<sup>10</sup>

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<sup>10</sup> Skadden is one of a team of skilled professionals retained by the Debtors to assist in their reorganization efforts. Skadden's assistance to the Debtors during the Application Period generally was part of a collaborative effort with the Debtors' other retained professions, including Rothschild Inc. as financial advisors and investment bankers, FTI Consulting, Inc. as restructuring and financial advisors, Groom Law Group Chartered as special employee benefits counsel, Jones Lang LaSalle Americas, Inc. as real estate transaction and services providers, O'Melveny

has been to stabilize the Debtors' operations and finances and continue negotiations with key constituencies to enable a successful reorganization and to provide a platform for future growth. To that end, Skadden has worked closely with the Debtors' senior management on a number of restructuring initiatives including arranging postpetition financing, continuing negotiations with the Debtors' unions and GM, and restoring and retaining confidence among key constituents in the Debtors. These achievements included reaching consensual resolution of numerous issues with hundreds of suppliers that are critical to the Debtors' supply chain. This resulted in the stabilization of the Debtors' supplier base without any material interruption to their customers.

A. Postpetition Financing

27. In the days prior to the Petition Dates, Skadden devoted substantial time to assisting the Debtors' senior management team, finance personnel, and the Debtors' other advisors, including Rothschild, Inc. and FTI Consulting, Inc. ("FTI"), in evaluating the size of a DIP credit facility and considering their options in obtaining such facility. Ultimately, the Debtors obtained court approval of the Debtors' postpetition financing package, which is comprised of \$4.5 billion in debt facilities, including \$2.5 billion borrowed from the Debtors' prepetition revolver and term loan facilities and \$2 billion in senior secured debtor-in-possession (DIP) financing from a group of lenders led by J.P. Morgan Securities, Inc. and Citigroup Global Markets, Inc. In addition, the Debtors also received approval of an adequate protection package to cover the prepetition lenders that were primed by the DIP financing.

B. Negotiations With Unions And GM

28. From the inception of these cases, the Debtors have articulated their need to transform their labor agreements to provide a competitive labor cost structure and to address

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& Myers LLP as special labor counsel, Shearman & Sterling LLP as special counsel, and Togut, Segal & Segal LLP as conflicts counsel.

non-profitable and non-strategic U.S. operations. In particular, the Debtors' existing labor agreements must be modified in three principal respects. First, the Debtors must obtain hourly wage and benefit cost levels that are competitive with other U.S. auto parts suppliers. Second, the Debtors must address those provisions that limit the Debtors' ability to respond to market forces by selling or closing unnecessary or unprofitable operations, or by laying off excess employees. Third, the Debtors must address their substantial liabilities for retirement benefits for hourly employees and their costly retiree health care plans. The Debtors are currently on parallel paths, litigating the 1113/1114 motion to impose necessary modifications to the Debtors' labor agreements while simultaneously negotiating with their unions in an attempt to modify consensually certain terms of their collective bargaining agreements, including, without limitation, operational restrictions, which prevent the Debtors from exiting non-strategic, non-profitable operations and restrict the Debtors' ability to permanently lay off idled workers for whom the Debtors must continue to pay full wages and benefits and provide work space during business hours even though such idled workers have no productive work to do. To restructure the Debtors' businesses and design a feasible plan of reorganization, the Debtors must address these issues.

29. During the Application Period, Skadden worked closely with the Debtors and other professionals regarding the Debtors' negotiations with their unions. Concurrent with the filing of the "first day" pleadings, the Debtors filed a scheduling motion which set December 16, 2005 as the deadline by which the Debtors would file motions to reject their collective bargaining agreements and modify retiree benefits. On November 28, 2005, the Debtors announced that they were accelerating their discussions with GM regarding the Debtors' restructuring efforts and that GM has agreed to temporarily forego previously agreed-to 2006 price reductions on components

provided by the Debtors, to provide interim financial support.<sup>11</sup> Consequently, the Debtors stated that they were continuing to work to achieve consensual agreements with their unions and would suspend their previously contemplated December 16, 2005 deadline until at least until January 20, 2006. Subsequently, on December 19, 2005, the Debtors announced that in light of GM's then-recent engagement and discussions with the United Automobile, Aerospace and Agricultural Implement Workers of America (the "UAW"), the Debtors would defer such motions until at least February 17, 2006.<sup>12</sup>

C. Constituent Relationships

30. Suppliers. Since the Petition Dates, the Debtors have worked to maintain and improve their relationships with their suppliers to ensure an uninterrupted supply of goods to their customers, primarily OEMs. This process began with the request for and subsequent implementation of "first day" relief, which provided for payments to those categories of suppliers that posed the greatest risk of interruption in the Debtors' supply chain should they have failed to perform under contracts with the Debtors. During the first months of these cases, the Debtors also addressed the problem they faced because over 11,000 supplier contracts were due to expire on or about December 31, 2005, absent a further extension. Thus, the Debtors and their advisors worked diligently to develop and implement procedures to effectively and rapidly address issues relating to expiring supply agreements, including implementing the relief granted by the Court in its

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<sup>11</sup> On April 28, 2006, the Debtors filed a Form 8-K on which Delphi reported that Delphi and GM have terminated their November 2005 agreement in which GM had temporarily agreed to forego previously agreed-to 2006 price reductions. Beginning April 1, 2006, Delphi will reflect the price reductions in its financial results.

<sup>12</sup> As this Court is aware, on February 17, 2006, the Debtors announced that based upon progress in discussions with its major unions and GM, Delphi would continue talks in an effort to achieve a comprehensive agreement no later than March 30, 2006. Absent agreement with all parties, Delphi said it would file no later than March 31, 2006 its motions under sections 1113 and 1114 of the Bankruptcy Code to initiate the process of seeking court authorization to reject the collective bargaining agreements and terminate hourly post-retirement health care plans and life insurance. On March 31, 2006, Delphi proceeded with such filings concurrent with an announcement regarding the Debtors' preliminary transformation plan and a motion authorizing the rejection of certain executory contracts with GM. The hearing with respect to these issues began on May 9, 2006.

Supplier Agreement Assumption Procedures Order (as defined below), which, as more fully set forth in section B of the Summary of Services, provides procedures for the Debtors to assume certain contracts on specific terms and renew or otherwise enter into new supply contracts with other suppliers.

31. Employees. During the Application Period, in an effort to ease the concerns of employees after the filing of the Reorganization Cases, the Debtors, with the assistance of Skadden, sought and received employee-related relief from the Court, including the authority to pay certain human capital obligations of the Debtors, including, without limitation, employees' prepetition and postpetition wages and salaries, including any commissions and bonuses for which the employees are eligible; outstanding fees to members of the Debtors' Board of Directors; vacation, sick leave, personal leave, expense reimbursements, and severance; health, insurance, retirement, and other employee benefit programs; defined contribution, defined benefit, tax-qualified, and non-tax-qualified retirement plans; workers' compensation programs; associated payroll and other taxes on account of prepetition human capital obligations; and other benefits to, or for the benefit of, the employees. Further, the Court directed banks to honor the Debtors' prepetition checks for payments of prepetition human capital obligations.

32. In addition, the Debtors analyzed and developed a key employee compensation program (the "KECP"), which was comprised of an annual incentive component and an equity incentive emergence award. During the Application Period, the Debtors, with the assistance and guidance of Skadden and other of its advisors, negotiated with the Creditors' Committee the terms of a modified, short-term KECP that led to the Court's approval in February 2006, of the annual incentive component of the program covering the period January 1, 2006 through June 30, 2006. The portion of the KECP Motion relating to annual incentive plans beyond

June 30, 2006 and proposed cash and equity incentive emergence awards is currently scheduled to be heard at the July omnibus hearing.

33. Customers. Given that a failure of the Debtors' to timely supply parts to their customers could cause the shut down of customers' manufacturing facilities in less than 48 hours, resulting in significant economic damages which would tarnish Delphi's relationship with customers, and because supplier selection and awards of new business in the auto industry are generally finalized several years prior to vehicle production, it was imperative that the reorganization process did not interrupt the flow and quality of supply to or otherwise inconvenience or negatively influence the Debtors' customers. Indeed, critical to achieving a successful restructuring is the Debtors' ability to maintain the strength of their relationships with their customers. Thus, in response to these concerns, and as part of the Debtors' "first day" relief, the Debtors, with the assistance of Skadden, sought and received Court authority, but not direction, to perform certain of their prepetition obligations related to customer programs, including without limitation, warranty programs, customer adjustments, and customer rebates and allowances, and to continue, renew, replace, implement new, and/or terminate those customer programs as they see fit, in the ordinary course of business. Moreover, as stated at the commencement of these Reorganization Cases, the Debtors are committed to providing their customers with leading-edge technology, product development, superior engineering, outstanding quality products and services, and world-class customer support. To keep their customers apprised, the Debtors invested significant time and resources into their communications, including presentations made to certain customers as well as maintaining and constantly updating [www.delphidocket.com](http://www.delphidocket.com), which provides up to date information regarding the Reorganization Cases. As a result of these and other efforts, the Debtors have continued to win new business from their customers.

34. Creditors. From the outset of these cases, the Debtors have sought to establish and maintain open and productive relationships with their creditors, in particular, through their relationship with the Creditors' Committee. The Debtors prepared for and participated in the formation meeting of the Creditors' Committee and have met with the Creditors' Committee numerous times during the Application Period, including three formal meetings that included presentations and other materials which formed the basis of discussion and review. Skadden has played an integral role in these efforts, coordinating with the Creditors' Committee counsel with respect to most of the major initiatives detailed in this Interim Application and assisting the Debtors in providing the Creditors' Committee with detailed information and analysis of the Debtors' operations and the progress of these cases. As a result of these efforts, the Debtors and the Creditors' Committee, including their respective professionals, have been able to achieve a successful launch of these cases and reduce the number of contested matters before the Court.

Requested Fees And Reimbursement Of Expenses

35. Skadden has played an important role in advising the Debtors with respect to the initial stages of implementing their restructuring strategy. As a result of its efforts during the Application Period, Skadden now seeks interim allowance of \$9,200,920 in fees calculated at the applicable guideline hourly billing rates of the firm's personnel who have worked on the Reorganization Cases, and \$622,420 in charges and disbursements actually and necessarily incurred by Skadden while providing services to the Debtors during the Application Period.

36. This Interim Application reflects (a) a voluntary reduction by Skadden in connection with each monthly statement in the aggregate amount of \$701,832 (with respect to fees including the elimination from any matter of any timekeeper who recorded less than one hour and the elimination of any timekeeper who recorded less than \$2,500 in the aggregate across matters)

and \$71,817 (with respect to charges and disbursements) and (b) an additional voluntary reduction in the amount of \$39,512 in connection with this Interim Application to reflect, among other things, the elimination of all fees related to (i) any timekeeper who billed fewer than ten total hours during the Application Period, (ii) any timekeeper who billed less than \$1,000 during the Application Period, (iii) any instance in which a timekeeper billed less than \$1,000 to a particular matter during the Application Period, and (iv) the elimination of any matter to which fewer than ten hours were billed during the Application Period. Accordingly, including the voluntary client accommodations in connection with each monthly statement, Skadden is voluntarily reducing its fees by \$741,344, or approximately 7.5%, and its charges and disbursements by approximately \$71,817, or approximately 10.3%, for a total reduction of \$813,161 for items Skadden normally would bill its clients.<sup>13</sup>

37. In staffing this case, in budgeting and incurring charges and disbursements, and in preparing and submitting this Interim Application, Skadden has been mindful of the need to be efficient while providing adequate and vigorous representation to the Debtors. As described in detail herein, Skadden believes that the requests made in this Interim Application comply with this Court's standards in the context of the unique circumstances surrounding these unusually large and complex cases.

Summary Of Services Rendered By  
Skadden During The Application Period

38. Throughout the Application Period, Skadden has worked closely with the Debtors and their advisors to administer these estates and maximize the return for estate creditors.

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<sup>13</sup> Skadden believes that the amounts requested in this Interim Application are reasonable in relation to the services rendered. The amounts requested are already reduced to reflect the client accommodations described herein. To the extent that a party objects to this Interim Application, Skadden reserves the right to recapture such client accommodations and seek up to the full amount of fees actually incurred in connection with this engagement.

These services have been directed towards a myriad of tasks necessary to achieve this result. To meet the Debtors' needs, Skadden attorneys have provided multi-disciplinary services on a daily basis, often working nights, weekends, and holidays. Throughout this process, certain of the principal Skadden attorneys working on the Reorganization Cases were required to devote the vast majority of their time to this matter, often to the exclusion of other clients. As a result of the efforts of the Debtors and Skadden, the Debtors have taken large strides in evaluating their businesses and preparing the Debtors for emergence from chapter 11 as quickly as possible.

39. At the commencement of the Reorganization Cases, Skadden created 45 different matter numbers or subject-matter categories (the "Matter Categories") to which its professionals assigned the time billed by them, all of which are related to the tasks performed by Skadden on behalf of the Debtors.<sup>14</sup> All Skadden professionals kept a contemporaneous record of the time spent rendering such services and, consistent with the Guidelines, separated tasks in billing increments of one-tenth of an hour. All of the services performed by Skadden have been legal in nature and necessary for the proper administration of the Reorganization Cases.

40. Skadden devoted approximately 57.7% of its time to the following seven matters, each of which was responsible for fees in excess of \$400,000 during the Application Period: Case Administration, Supplier Matters, Tax Matters, Employee Matters (General), Customer Matters (GM), Creditor Meetings / Statutory Committees, and Employee Matters (Labor Unions).

41. Skadden devoted approximately 36.7% of its time in the aggregate to the following 15 matters, billings for each of which were between \$100,000 and \$400,000 in fees during the Application Period: Retention / Fee Matters / Objections (Others), General Corporate

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<sup>14</sup> Exhibit C contains a table of all matter numbers used by Skadden in these Reorganization Cases, as well as a description of certain business statistics of Skadden in these Reorganization Cases.

Advice, Global Subsidiaries (Non-US), Financing (DIP and Emergence), Utilities, Nonworking Travel Time, Business Operations / Strategic Planning, Secured Claims (Except Vendor Claims), Reports and Schedules, Environmental Matters, Executory Contracts (Personalty), Leases (Real Property), Claims Admin. (Reclamation/Trust Funds), Asset Dispositions (General), and Litigation (Insurance Recovery).

42. The remainder of time (approximately 5.6%) billed by Skadden was devoted to the following 12 matters, each of which was responsible for less than \$100,000 during the Application Period: Insurance, Customer Matters (General), Automatic Stay (Relief Actions), Real Estate (Owned), Retention / Fee Matters (SASM&F), Asset Dispositions (Real Property), Claims Admin. (General), Intellectual Property, Litigation (General), Employee Matters (Retirees/OPEB), Reorganization Plan / Plan Sponsors, and Regulatory and SEC Matters.

Matters Greater Than \$400,000

A. Case Administration

43. This particular category of time is comprised of matters relating to, among other things, (a) general communications with creditors and other parties in interest, (b) general case administration, including duties pertaining to service of process and pleading and file maintenance, (c) general preparation for, and attendance at, court hearings, (d) general advice with respect to the prosecution of the Reorganization Cases, and (e) general advice with respect to the rights and duties of debtors-in-possession in the administration of the Reorganization Cases.

44. Given the size and complexity of these Reorganization Cases – the largest industrial company to ever seek chapter 11 relief – the Debtors and Skadden were presented with a unique set of challenges in managing the process, tracking motions filed by others, responding to inquiries from parties in interest, and maintaining organization and control over a case that could

quickly have become disorganized if attention were not provided to case administration matters on a continual basis.

45. Thus, for instance, professionals from Skadden worked closely with the Debtors, this Court's Clerk's Office, representatives of this Court's Chambers, the U.S. Trustee's Office, the Debtors' notice and claims agent (Kurtzman Carson Consultants LLC ("KCC")), the Debtors' public relations advisors, and the Debtors' other advisors in coordinating the establishment and maintenance of various procedures and processes to aid in the administration of the Reorganization Cases, including a dedicated website, telephone hotlines, and e-mail information sites to assist in responding to the numerous inquiries that this case has generated. At the commencement of the Reorganization Cases, the Debtors and Skadden established an "800" telephone "hotline" that provides basic information to callers and allows them to leave messages that Skadden professionals can return. Since the Petition Dates, approximately 1,400 messages have been submitted to the hotline. Where necessary, Skadden professionals researched responses to more complicated voicemail messages and otherwise responded to inquiries tendered through the hotline. A considerable amount of time was devoted to these efforts.

46. To further assist parties involved in the Reorganization Cases, Skadden also established and maintained an electronic mailbox at [delphi@skadden.com](mailto:delphi@skadden.com). Since the Petition Dates, nearly 200 e-mail messages have been submitted to this mailbox. As with the hotline, responses to messages were researched (where appropriate) and responded to by Skadden professionals. In addition, Skadden paraprofessionals received numerous email inquiries, including document requests and other inquiries. Skadden also estimates that its professionals received approximately 600 pieces of additional written correspondence during the Application Period, all of which were routed to appropriate professionals within Skadden and responded to

either orally or in writing. Skadden necessarily devoted significant resources responding to these matters. These efforts assured responsive answers to parties, ensured a relatively smooth transition into chapter 11, and also assisted the Debtors and their estates by resolving numerous matters that otherwise may have resulted in pleadings filed with this Court.

47. In addition to communications matters, Skadden professionals maintained various files critical to enable Skadden and others to address promptly issues that arose during the Application Period. Skadden docketed all pleadings and orders filed in the Reorganization Cases and worked with KCC to ensure that entities entitled to notice were kept informed of significant events in the Reorganization Cases. The efficient management of administrative matters in a paper-intensive case of this size is a significant task. Each week, the Debtors and Skadden are inundated with hundreds of items of correspondence, documents, requests, pleadings and other papers. As of the end of the Application Period, the pleadings docket contained nearly 2,000 entries, meaning that, on average, at least 17 pleadings were filed and docketed each day (including weekends and holidays) during the 115 days covered by the Application Period.

48. Given this volume of activity, Skadden professionals implemented various procedures to create efficiencies in the management of the Reorganization Cases and to avoid unnecessary duplication of effort between its own professionals and its advisors. For instance, Skadden kept detailed calendars of future events in the Reorganization Cases and maintained other planning tools to ensure that critical deadlines were met in this large and highly complex case. In addition, Skadden designed notice and case management procedures that limit the notice of certain matters to those parties with the greatest interest in the day-to-day activities of the Reorganization Cases and utilize electronic noticing means where appropriate. These notice procedures have saved the estates hundreds of thousands of dollars in photocopying and delivery charges by

limiting the notice of such matters while still providing appropriate notice to pertinent parties in interest.

49. Despite the streamlined notice procedures authorized by this Court, Skadden professionals are required to devote substantial attention and resources to service and related matters in these cases. As of the end of the Application Period, there were approximately 380 parties who had filed a notice of appearance or request for notice in these cases (the "2002 List Parties") and nearly 60 parties on the Master Service List<sup>15</sup> in these cases. Skadden paraprofessionals devote a great deal of time updating and maintaining these lists to ensure proper notice: they review each pleading filed and update the entities that firms represent as well as record relevant addresses, they review all electronic and written correspondence to ensure all lists are accurate, and they review all notices of appearance to ensure that no party in interest is inadvertently excluded from a mailing.

50. Obviously, the great number of parties who have appeared in these proceedings and the time-sensitive nature of many of the pleadings and replies that must be filed requires a great deal of coordinated effort among Skadden professionals. There are many matters that require special notices of particular items that significantly expand these duties. Thus, Skadden maintains and continually updates separate notice lists for various parties including the DIP lenders, landlords, and unions and their advisors.

51. In addition to communications and service matters, Skadden professionals also devote significant time preparing for and attending the omnibus and off-omnibus hearings that

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<sup>15</sup> The Master Service List is comprised of (a) the Debtors and their counsel, (b) the Office of the United States Trustee, (c) the members of and counsel for each Committee, (d) counsel for the agent under the Debtors' prepetition credit facility, (e) counsel for the agent under the Debtors' postpetition credit facility, and (f) those parties which may be added to the Master Service List by the Debtors upon written request to the Debtors or as may be otherwise ordered by the Court for good and sufficient cause pursuant to the Local Rules and as required in the Debtors' case management order.

this Court has established. The omnibus hearings have streamlined the administration of these Reorganization Cases by establishing a schedule known to all parties in interest for Court hearings, thus eliminating unnecessary time and expenses spent appearing before the Court on numerous occasions each month. However, the internal coordination of motions, responses, objections, witnesses, and other related matters requires close and careful attention by the entire Skadden team. Indeed, the monthly omnibus hearing agendas that Skadden prepares require significant attention by numerous Skadden professionals beginning weeks before each hearing. In most instances, a carefully coordinated team of a limited number of Skadden attorneys attend the hearings to meet with numerous parties in interest that appear and to resolve as many issues as possible. Moreover, following the hearings, Skadden professionals must, on some occasions, modify proposed orders to comply with the Court's rulings and subsequently submit those orders to this Court for signature and docketing.

52. During the Application Period, in addition to the "first day" hearings, there have been three omnibus and two significant off-omnibus hearings. Approximately 115 matters have been scheduled at these hearings. As this Court is aware, the Debtors, with the assistance of Skadden and the Debtors' other professionals, have succeeded in presenting the great majority of these matters as uncontested or resolved. There have been relatively few contested matters in these proceedings, and even fewer that actually required contested evidentiary hearings. But for the coordinated efforts of Skadden professionals (as well as the Debtors' other retained professionals) in connection with these hearings, this simply would not be possible.

53. Moreover, on almost a daily basis, Skadden professionals advise the Debtors' management of the Debtors' rights and duties as debtors-in-possession, noting proscribed, permitted, and required conduct. Skadden frequently advises the Debtors' management with

respect to specific business questions posed by management and by events occurring in the Reorganization Cases. Part of Skadden's advice in this regard involves the participation of Skadden in periodic planning and strategy conferences with the Debtors' senior management team.

54. To assist the Debtors in continuing to perform their fiduciary duties, Skadden works with the Debtors in implementing procedures for the Debtors to operate their businesses in accordance with the requirements of the Bankruptcy Code. Skadden reviews certain of the Debtors' proposed expenditures, contractual relationships, dispositions of property and other transactions to aid the Debtors in evaluating whether the contemplated transactions are within the ordinary course of business or are outside the ordinary course of business and require Court approval.

55. In connection with the foregoing services, Skadden professionals expended 3,484.0 hours during the Application Period for which Skadden seeks compensation of \$1,136,809. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-1. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Thomas J. Matz	\$560	255.8	\$143,248
Ron E. Meisler	\$540	243.0	\$131,220
Kayalyn A. Marafioti	\$795	142.5	\$113,288
Allison Verderber Herriott	\$375	247.0	\$92,626
Sina Toussi	\$540	159.1	\$85,914
Venera E. Ziegler	\$510	144.4	\$73,644
John (Jack) Wm. Butler, Jr.	\$835	74.9	\$62,542
Dolores De Elizalde	\$440	78.3	\$34,452
Matthew J. Micheli	\$440	77.7	\$34,188
Brian M. Fern	\$485	45.0	\$21,826
Randall G. Reese	\$465	31.1	\$14,463

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Haim Zaltzman	\$295	48.2	\$14,220
John K. Lyons	\$695	18.2	\$12,650
Jamie Hur	\$375	12.5	\$4,688
Nathan L. Stuart	\$440	10.6	\$4,664
Paraprofessional Total		1,895.7	\$293,176
<b>Total</b>		<b>3,484.0</b>	<b>\$1,136,809</b>

B. Supplier Matters

56. As stated above, Delphi is the largest industrial company ever to seek chapter 11 relief. The Debtors' manufacturing operations depend upon the timely delivery of goods and services from thousands of separate suppliers that are party to more than 96,000 distinct supply agreements. Management of the Debtors' supply chain issues was further complicated by the Debtors' reliance, consistent with normal automotive industry practice, on "just-in-time" inventory management systems and "sole source" supply methods. As discussed in detail in motions filed earlier in these cases,<sup>16</sup> use of the just-in-time supply method means that the Debtors do not maintain a significant inventory of the components supplied by many of their suppliers. Pursuant to the sole source supply method, the Debtors frequently purchase all their requirements for a particular part from one supplier, each of which must meet demanding specifications imposed by both the Debtors and their original equipment manufacturer ("OEM") customers before they can be used in manufacturing the Debtors' products.

57. The Debtors' use of just-in-time inventory management and sole source supply methods results in, among others, the following unique risks to the Debtors' businesses:

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<sup>16</sup> See, e.g., Motion for Order Under 11 U.S.C. §§ 105(a), 363, 364, 1107, and 1108 and Fed. R. Bankr. P. 6004 and 9019 Authorizing Continuation of Vendor Rescue Program and Payment of Prepetition Claims of Financially-Distressed Sole Source Suppliers and Vendors Without Contracts, dated October 13, 2005 (Docket No. 17); Motion for Order Under 11 U.S.C. §§ 363(b) and 365(a) and Fed. R. Bankr. P. 9019 Approving Procedures to Assume Certain Amended and Restated Sole Source Supplier Agreements, dated November 18, 2005 (Docket No. 1098).

(a) a failure by a supplier to timely ship goods may force the Debtors' manufacturing facilities using those parts to shut down less than 24 hours after the missed shipment and the Debtors' OEM customer's manufacturing facilities to shut down less than 48 hours after the missed shipment, and (b) the Debtors are unable to re-source parts to another supplier in the short term. The Debtors' postfiling supply chain management has been further complicated by the fact that many of the Debtors' suppliers are facing similar financial pressures to those faced by the Debtors and are in a tenuous financial position as well. The financial instability of some such suppliers was significantly exacerbated by the Debtors' chapter 11 filings and the large prepetition amounts owed to suppliers at the time of the Debtors' filings.

58. Therefore, one of the most challenging aspects during the early days of these Reorganization Cases was to ensure the continuity of the Debtors' supply chain and to avoid any interruptions of the supply of the Debtors' products to their OEM and other customers. To address these issues, the Debtors, with the assistance of Skadden professionals, sought and received certain "first day" relief allowing payments to those categories of suppliers that posed the greatest risk of interruption in the Debtors' supply chain. Through the end of the Application Period, the Debtors had received more than 1,600 requests for payment under those "first day" orders, many of which required the completion of substantial due diligence to evaluate and determine the propriety of such request. Nevertheless, with the assistance of Skadden professionals, the majority of these requests were resolved during the Application Period. Indeed, throughout the Application Period, Skadden professionals worked closely with the Debtors and their other professionals to implement the "first day" relief granted by the Court and respond to the numerous requests received with respect thereto.

59. In addition, the Debtors' Global Supply Management personnel, in close cooperation with Skadden professionals and representatives from the Debtors' financial advisors and other functional groups, organized and staffed a Supplier Support Center to field and respond to inquiries from the Debtors' suppliers. During the first two months of these Reorganization Cases, the Debtors' Supplier Support Center received and responded to over 12,500 calls from suppliers and other interested parties. Many of these calls were requests for payment under one or more of the "first day" orders, requests for changes in payment terms, or other requests which required involvement of Skadden professionals in responding to and resolving such requests.

60. Further complicating the Debtors' attempts to avoid any disruption to their supply chain during the Application Period was the fact that over 11,000 of the Debtors' contracts with their suppliers were due to expire on or about December 31, 2005, absent a further extension. The Debtors' continuing manufacturing operations necessitated the extension of nearly 7,000 of such expiring supply agreements. Therefore, Skadden professionals worked closely with the Debtors' personnel to address these critical issues, culminating in the filing of the Motion for an Order Under 11 U.S.C. §§ 363(b) and 365(a) and Fed. R. Bankr. P. 9019 Approving Procedures to Assume Certain Amended and Restated Sole Source Supplier Agreements (Docket No. 1098) (the "Supplier Agreement Assumption Procedures Motion") on November 18, 2005. Nearly 70 parties filed objections to the Supplier Agreement Assumption Procedures Motion, requiring Skadden professionals to expend significant efforts to respond to and negotiate resolution of such objections. Prior to the Court's hearing on the Supplier Agreement Assumption Procedures Motion, the vast majority of the objections to the Motion were resolved and an order granting the relief sought was entered by the Court on December 12, 2005 (the "Supplier Agreement Assumption Procedures Order").

61. In connection with the Supplier Agreement Assumption Procedures Motion, Skadden worked closely with the Debtors' financial advisors and employees to develop and implement procedures to effectively and rapidly address issues relating to expiring supply agreements and implementation of the relief granted by the Court pursuant to the Supplier Agreement Assumption Procedures Order. During the Application Period, Skadden also spent a significant amount of time negotiating with suppliers regarding the extension or replacement of expiring supply agreements, including pursuant to the procedures approved by the Court in the Supplier Agreement Assumption Procedures Order. These efforts have resulted in the Debtors' successful extension of approximately 99.5% of all expiring supply agreements which were necessary to the Debtors' on-going operations.<sup>17</sup>

62. In connection with the foregoing services, Skadden professionals expended 1,904.5 hours during the Application Period for which Skadden seeks compensation of \$1,032,388. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-2. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
John K. Lyons	\$695	548.9	\$381,486
Randall G. Reese	\$465	681.5	\$316,898
John (Jack) Wm. Butler, Jr.	\$835	68.2	\$56,948
Kayalyn A. Marafioti	\$795	58.4	\$46,429
Allison Verderber Herriott	\$375	114.3	\$42,863
David E. Springer	\$755	52.3	\$39,487
Matthew J. Micheli	\$440	85.0	\$37,400
Ron E. Meisler	\$540	62.5	\$33,750

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<sup>17</sup> The remaining 0.5% represent fewer than 40 contracts. With the assistance of Skadden and their other outside advisors, the Debtors have successfully managed those situations and have not suffered any supply interruptions as a result of any expiring or expired contracts to date.

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Thomas J. Matz	\$560	59.1	\$33,096
Sina Toussi	\$540	24.4	\$13,176
Haim Zaltzman	\$295	21.5	\$6,343
N. Lynn Hiestand	\$835	3.7	\$3,090
Delores De Elizalde	\$440	5.9	\$2,596
Nathan L. Stuart	\$440	5.3	\$2,332
Chris L. Dickerson	\$540	3.2	\$1,728
Paraprofessional Total		110.3	\$14,766
<b>Total</b>		<b>1,904.5</b>	<b>\$1,032,388</b>

C. Tax Matters

63. A significant portion of Skadden's work on tax matters during the Application Period related to the drafting and negotiation of the interim and final trading orders that established certain restrictions on the trading of equity in Delphi or claims against the Debtors to preserve substantial tax attributes of the Debtors (each, the "Interim Trading Order" and the "Final Trading Order"). The Debtors have substantial net operating loss carryforwards, amortizable research and experimental expenditures, and other tax attributes that could provide potential future tax savings for the Debtors well in excess of \$1 billion. Unrestricted trading in the equity of the Delphi and claims against the Debtors, however, could jeopardize the Debtors' ability to fully utilize these tax attributes in the future. Accordingly, to preserve these valuable tax assets, Skadden spent substantial time and effort drafting, and negotiating with various interested parties, the provisions of the Interim Trading Order and Final Trading Order, which place certain limited restrictions on the trading in equity of Delphi and claims against the Debtors. The Debtors felt that substantial work by Skadden was warranted in light of the significant magnitude of the tax attributes.

64. Prior to the Application Period, Skadden drafted the motion for the Interim Trading Order and filed that motion with the "first day" motions. On October 11, 2005, at the "first day" hearing, a group of investment banks objected to the Debtors' proposed interim trading order. After some discussion at the hearing, the Court requested that the parties work to resolve the objections by the next day. Skadden worked diligently throughout the night negotiating with the objectors to address the objectors' concerns regarding the proposed Interim Trading Order and successfully crafted an agreed Interim Trading Order that temporarily addressed the objectors' concerns while still protecting the Debtors' ability to fully utilize its substantial tax attributes. The Court entered the mutually-acceptable Interim Trading Order on October 12, 2005. The parties agreed to negotiate a permanent resolution to the objections and incorporate such resolution into a Final Trading Order.

65. After the entry of the Interim Trading Order, Skadden spent substantial time negotiating with those objectors and other parties who raised formal and informal objections to the Interim Trading Order to formulate the Final Trading Order. The Final Trading Order was the focus of significant attention and input by the Creditors' Committee and various holders of claims and equity interests. Numerous parties either formally objected to the Interim Trading Order or expressed a willingness to formally object if their concerns were not addressed (collectively, the "Trading Objectors"). Four parties objected to or expressed concerns with the provisions of the Interim Trading Order that related to trading in the equity of Delphi. Another four parties objected to or expressed concerns with the provisions of the Interim Trading Order that related to trading in the claims against Delphi. Over a period of months, Skadden professionals focused on responding to and addressing the various and sometimes conflicting concerns of different groups of Trading Objectors. Tax, bankruptcy, and securities law expertise were required to respond to and address

the numerous issues raised by the Trading Objectors. Many of the Trading Objectors' concerns required Skadden to spend significant time researching and analyzing technical issues in a complex area of tax law. The negotiations with the Trading Objectors were further complicated by the trading orders that were entered in the chapter 11 cases of Northwest Airlines Corporation and Delta Air Lines, Inc. See In re Northwest Airlines Corporation, Case No. 05-17930 (ALG) (Bankr. S.D.N.Y. October 28, 2005); In re Delta Airlines, Inc., Case No. 05-17923 (PCB) (Bankr. S.D.N.Y. December 19, 2005). Each order represented a further evolution and refinement in the "technology" of equity and claims trading orders in Reorganization Cases. Accordingly, Skadden had to substantially re-draft and re-negotiate the Debtors' proposed Final Trading Order in response to the entry of each of the trading orders in the Northwest Airlines and Delta Air Lines cases and new concerns raised by the Trading Objectors.

66. Although Skadden made every effort to accommodate the Trading Objectors' concerns while still allowing the Debtors to preserve their ability to use their substantial tax attributes, some Trading Objectors did not indicate a willingness to withdraw their objection until very late in the process. In fact, the last Trading Objector did not indicate a willingness to withdraw its objection until the night before the January 5, 2006 omnibus hearing when the Court heard the merits of the Final Trading Order. Consequently, Skadden dedicated substantial time to preparing for a full evidentiary hearing on the Final Trading Order in the event that not all of the objections were resolved. Skadden was required to draft responses to objections, prepare discovery requests, prepare witnesses, prepare oral arguments, and take other steps necessary to prepare for a contested, evidentiary hearing on the Final Trading Order before the Court. Fortunately, just prior to the hearing, all of the Trading Objectors' concerns were ultimately

addressed, and Skadden was able to present to this Court an uncontested and agreed order for entry.

67. In addition, throughout the Application Period, Skadden devoted substantial time to assisting the Debtors in handling the various tax issues that arose as part of the Reorganization Cases, including analysis regarding the application of the Bankruptcy Code and this Court's Orders to federal, state, and local tax laws and employment tax issues, and reviewing and commenting on tax provisions of the debtor-in-possession financing agreements. Furthermore, Skadden professionals worked closely with the Debtors to respond to various inquiries by taxing authorities concerning matters relating to payments pursuant to the "first day" order authorizing payment of certain sales, use, and trust-fund taxes.

68. In connection with the foregoing services, Skadden professionals expended 1,557.8 hours during the Application Period for which Skadden seeks compensation of \$932,086. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-3. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Daniel P. Phillips	\$540	497.3	\$268,542
Cliff Gross	\$770	278.6	\$214,522
Eric B. Sensenbrenner	\$560	377.5	\$211,400
Thomas J. Matz	\$560	91.2	\$51,072
Kayalyn A. Marafioti	\$795	64.1	\$50,960
Aaron S. Feinberg	\$465	86.1	\$40,037
David E. Springer	\$755	38.3	\$28,917
Justin L. Heather	\$465	30.2	\$14,043
Chris L. Dickerson	\$540	24.6	\$13,284
Andre LeDuc	\$770	17.0	\$13,090
Eric L. Cochran	\$795	9.1	\$7,235

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Venera E. Ziegler	\$510	11.9	\$6,069
John (Jack) Wm. Butler, Jr.	\$835	4.9	\$4,092
Sina Toussi	\$540	7.5	\$4,050
Neil M. Leff	\$785	1.5	\$1,178
Haim Zaltzman	\$295	3.7	\$1,092
Paraprofessional Total		14.3	\$2,503
<b>Total</b>		<b>1,557.8</b>	<b>\$932,086</b>

D. Employee Matters (General)

69. As of the Petition Dates, the Company employed approximately 180,000 employees worldwide, of which 50,600 were employees in the United States at approximately 44 manufacturing sites, 13 technical centers, and Delphi's Troy, Michigan headquarters.

Approximately 34,750 of the Debtors' U.S. employees were hourly employees as of the Petition Dates, and 96% of these are union-represented. Outside the United States, as of the same date, the Company's foreign entities employed more than 134,000 people on the Petition Dates, supporting 120 manufacturing sites and 20 technical centers in nearly 40 countries around the globe.

70. As part of the Debtors' "first day" relief, this Court authorized the Debtors to pay certain prepetition human capital obligations and to continue the related human capital benefit programs in the ordinary course of business to protect the Debtors' employees. During the Application Period, Skadden worked closely with the Debtors to assist them in implementing this relief including responding to internal and external questions. In addition, Skadden attorneys negotiated with third parties to ensure that the Debtors' employees' benefits were not interrupted during the first days of these cases.

71. During these Reorganization Cases, the Debtors anticipate positioning the compensation programs of all of their employees at market-competitive levels. Skadden, along with other advisors to the Debtors, advised the Debtors in connection with the Debtors'

reassessment of the employment proposition that the Company could offer its executive workforce in light of current U.S. and marketplace economic realities. The result of this evaluation led to Skadden's drafting of a motion (the "KECP Motion") to implement a key employee compensation program based on recommendations made by the Debtors' outside compensation consultant as adopted by the Compensation Committee of Delphi's Board of Directors. The KECP Motion was objected to by 11 parties: the Creditors' Committee, the U.S. Trustee, five unions, the Pension Benefit Guaranty Corporation, the agent under the Debtors' prepetition credit facility, the indenture trustee to Delphi's senior unsecured securities, and "the Court-appointed Lead Plaintiffs" in the consolidated securities class action entitled In re Delphi Corp. Securities Litigation, Master File No. 1:05-CV-2637 (NRB) (S.D.N.Y. 2005) (the "Lead Plaintiffs") (collectively, the "KECP Objectors"). During the Application Period, Skadden served discovery on many of the KECP Objectors, and some KECP Objectors served discovery of their own on the Debtors. In response to the parties' various pre-hearing discovery requests, Skadden reviewed and produced over 5,000 pages of documents related to the KECP. Skadden also produced the declarations of their supporting witnesses and defended them during depositions. In addition, Skadden took the depositions of witnesses from three union objectors.

72. In addition to preparing for litigation over the KECP Motion, Skadden worked closely with the Debtors during the course of negotiations with the Creditors' Committee on the terms of the KECP. Skadden drafted and negotiated with the Creditors' Committee detailed and consensual safe harbor or prophylactic measures to escrow any performance-based awards in the event that the Debtors assert a claim (or the Creditors' Committee notifies the Debtors that they intend to obtain from the Court within a specified time period authority to file a complaint against that participant). Moreover, the agreed upon safe harbor provided that KECP payments would be

forfeited for those participants, if any, against whom it is determined, with respect to conduct or transactions relating to the participant's employment or affiliation with the Debtors, that he/she failed to act in good faith and in a manner the Debtors reasonably believe to be in or not opposed to the best interests of the Debtors. Skadden also assisted in the negotiation to defer until July 2006, all aspects of the KECP other than a revised, performance-based annual incentive program (the "Revised AIP") for the six-month period ending June 30, 2006. The portion of the KECP Motion relating to annual incentive plans beyond June 30, 2006 and proposed cash and equity incentive emergence awards is scheduled to be heard at the July omnibus hearing. Finally, during the Application Period, Skadden drafted an omnibus response to the objections as they pertained to the Revised AIP. The final version was completed and filed outside of the Application Period.

73. In connection with the foregoing services, Skadden professionals expended 1,750.4 hours during the Application Period for which Skadden seeks compensation of \$879,786. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-4. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Neil MacDonald	\$540	343.0	\$185,220
David E. Springer	\$755	207.4	\$156,588
Nick D. Campanario	\$465	305.2	\$141,919
Brian M. Fern	\$485	278.5	\$135,073
John (Jack) Wm. Butler, Jr.	\$835	58.0	\$48,431
John Guzzardo	\$375	112.6	\$42,226
Allison Verderber Herriott	\$375	82.1	\$30,788
Ron E. Meisler	\$540	47.2	\$25,488
Kelly Smith-Haley	\$375	47.6	\$17,850
Neil M. Leff	\$785	19.0	\$14,915
Joshua A. Mullin	\$540	19.9	\$10,746

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Sina Toussi	\$540	11.8	\$6,372
Thomas J. Matz	\$560	11.3	\$6,328
Lanelle K. Meidan	\$510	12.1	\$6,171
Kayalyn A. Marafioti	\$795	4.3	\$3,419
Matthew J. Micheli	\$440	6.6	\$2,904
Haim Zaltzman	\$295	9.6	\$2,832
Dolores De Elizalde	\$440	4.3	\$1,892
Louis D. Wilson	\$510	2.9	\$1,479
Eric L. Cochran	\$795	1.3	\$1,034
Paraprofessional Total		165.7	\$38,111
<b>Total</b>		<b>1,750.4</b>	<b>\$879,786</b>

E. Customer Matters (GM)

74. During the Application Period, Skadden assisted the Debtors in negotiating various matters with the GM, the Debtors' largest customer and former parent. As noted above, GM accounts for more than half of the Debtors' revenues and is party to many material agreements with the Debtors. As the Debtors' largest customer, and potentially the largest creditor, the Debtors and their advisors negotiated extensively with GM with respect to various first-day motions in the period both before and after the Petition Dates. This included addressing GM's concerns with respect to the DIP Financing Order, setoff rights, and customer and vendor matters.

75. During the Application Period, Skadden professionals met with Delphi's Board of Directors and advised senior management on strategic short and long term matters concerning GM, including, without limitation, (a) discussions regarding the Debtors' transformation plan and their efforts to realign the Company's global product portfolio and manufacturing footprint, (b) negotiating with GM for financial support to effectuate a comprehensive restructuring of the Debtors' businesses while minimizing the impact upon the

Debtors' employees, (c) GM contract matters including a motion to reject certain money-losing GM contracts, and (d) resolving setoff requests made by GM.

76. Skadden professionals devoted considerable amounts of time throughout the Application Period addressing each of the GM items discussed above. Of particular note, Skadden professionals met with and negotiated interim support payments from GM by postponing previously agreed-upon price reductions. Skadden professionals have also met with and discussed with GM comprehensive solutions with regards to human capital matters relating to collective bargaining agreements, pension plans, and OPEB liabilities. To guide these discussions, Skadden assisted the Debtors in strategizing and otherwise drafting documentation in an attempt to facilitate GM's support.

77. In addition, Skadden spent significant time beginning to review certain of the Debtors' contracts with GM in preparation for the Debtors' motion to reject contracts under section 365 of the Bankruptcy Code. Primarily, Skadden, in conjunction with FTI and the Debtors, reviewed contracts where the Debtors were providing goods to GM at a loss. To facilitate this process, during the Application Period, Skadden devoted significant time to conducting legal research regarding the rejection of executory contracts, developing a diligence list to ensure the proper review of contracts, and drafting an initial motion to reject certain GM loss contracts in the event that a consensual resolution could not be reached. In addition, Skadden assisted the Debtors in reviewing expired contracts between the Debtors and GM and conducted research regarding the Debtors' legal options with regards to performance under the expired contracts while negotiating terms for new supply contracts with GM.

78. Finally, Skadden professionals also analyzed and negotiated with GM regarding the multiple setoff requests that GM has made during the Application Period, including

certain requests to effect triangular setoffs. In conjunction with these discussions, Skadden worked with the Debtors to evaluate and negotiate certain warranty issues raised by GM's setoff requests.

79. In connection with the foregoing services, Skadden professionals expended 799.7 hours during the Application Period for which Skadden seeks compensation of \$458,182. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-5. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Dhananjai Shivakumar	\$560	153.5	\$85,960
Eric L. Cochran	\$795	93.3	\$74,174
Kayalyn A. Marafioti	\$795	81.7	\$64,952
Nathan L. Stuart	\$440	92.6	\$40,744
Sina Toussi	\$540	64.4	\$34,776
John (Jack) Wm. Butler, Jr.	\$835	40.9	\$34,152
Venera E. Ziegler	\$510	56.7	\$28,917
David E. Springer	\$755	17.2	\$12,986
Haim Zaltzman	\$295	42.6	\$12,567
William M. Rohner	\$440	25.1	\$11,044
Thomas J. Matz	\$560	17.3	\$9,688
Marie L. Gibson	\$540	16.1	\$8,694
John Guzzardo	\$375	22.8	\$8,550
Jamie Hur	\$375	17.3	\$6,488
Ron E. Meisler	\$540	11.2	\$6,048
Gregory O. Ogunsanya	\$440	11.2	\$4,928
Melissa T. Kahn	\$410	8.1	\$3,321
Peter Olasky	\$375	8.8	\$3,300
John K. Lyons	\$695	3.5	\$2,433
Kenneth Berlin	\$770	1.7	\$1,309
Paraprofessional Total		13.7	\$3,151
<b>Total</b>		<b>799.7</b>	<b>\$458,182</b>

F. Creditor Meetings/Statutory Committees

80. This category of time relates to meetings with various creditor constituencies, and, in particular, the Creditors' Committee and its legal and financial advisors. Thus, on October 17, 2005, shortly after commencement of these Reorganization Cases, Skadden professionals advised the Debtors with respect to, and attended, the organizational meeting conducted by the U.S. Trustee, at which the Creditors' Committee was organized and retained counsel. In addition, during the Application Period, Skadden assisted the Debtors in its preparations for the section 341 meeting of creditors, which was held on February 3, 2006 – three days after the conclusion of the Application Period.

81. Shortly after formation of the Creditors' Committee and the appointment of the Creditors' Committee's professionals, Skadden assisted the Debtors and their other advisors in responding to information requests by the Creditors' Committee's professionals pursuant to which the Debtors provided substantial background information to the Creditors' Committee on such matters as the Debtors' history, corporate structure, and financial situation. Throughout the Application Period, Skadden has assisted the Debtors and their other advisors in working with the Creditors' Committee and its professionals on continuing information and related requests.

82. In addition, throughout the Application Period, Skadden attorneys have communicated extensively with the Creditors' Committee's representatives regarding the progress and status of the Reorganization Cases. In addition to almost daily communications, Skadden organized and represented the Debtors at periodic meetings with the Creditors' Committee and its professionals. These meetings, three of which were held during the Application Period and one of which was held on February 2, 2006 – two days outside the Application Period – have allowed the Debtors to keep the Creditors' Committee members and its professionals informed as to upcoming

issues, such as motions to be heard at the monthly omnibus hearings, and to address any concerns that the Creditors' Committee may have with respect to such issues. Skadden assisted the Debtors in substantial preparation for these meetings, including the coordination of financial information and status reports on implementation of various orders and relevant other matters.

83. The Debtors believe that these efforts to keep the Creditors' Committee fully informed have created a constructive working relationship. As a result, many issues are addressed and resolved out of Court thereby avoiding unnecessary litigation between the Debtors and their creditor constituencies.

84. Furthermore, as the Court is aware, the U.S. Trustee received a number of requests by various parties seeking appointment to the Creditors' Committee, one of which resulted in litigation in this Court during the Application Period. Skadden worked closely with the Debtors in order to evaluate these requests and respond to the U.S. Trustee's inquiries regarding the Debtors' position on these requests. Of particular note was the request of Law Debenture Trust Company of New York ("Law Debenture"). Before the U.S. Trustee even responded to the request, Law Debenture filed a motion requesting the Court to intervene and direct its appointment to the Creditors' Committee. Skadden worked with the Debtors to evaluate the request, drafted and filed an objection to the motion, and then articulated on the record the Debtors' position on the matter.

85. In addition to evaluating and responding to requests directing appointment to the Creditors' Committee, Skadden has also worked closely with the Debtors to respond to requests to form additional committees in these cases, including a retiree committee and an equity committee. In that regard, and of particular note, during the Application Period, Appaloosa Management L.P. ("Appaloosa") first submitted a request to the U.S. Trustee for the establishment

of an equity committee. The Debtors evaluated this request with the assistance of Skadden and in consultation with the Board of Directors, and determined not to support Appaloosa's request. Accordingly, Skadden drafted and submitted a letter to the U.S. Trustee communicating the Debtors' opposition. Immediately following this correspondence, and prior to a response from the U.S. Trustee, Appaloosa filed a motion requesting that the Court direct the U.S. Trustee to appoint an equity committee and served an extensive discovery request on the Debtors. While the hearing on this motion was continued until after the Application Period, discovery was ongoing. As a result, during the Application Period, Skadden spent considerable time participating in multiple meet and confers with Appaloosa and assisting the Debtors with assembling and reviewing thousands of pages of materials in response to Appaloosa's various discovery requests.

86. In connection with the foregoing services, Skadden professionals expended 765.9 hours during the Application Period for which Skadden seeks compensation of \$415,954. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-6. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
John (Jack) Wm. Butler, Jr.	\$835	113.8	\$95,023
Ron E. Meisler	\$540	137.4	\$74,196
Allison Verderber Herriott	\$375	150.1	\$56,288
Kayalyn A. Marafioti	\$795	48.5	\$38,558
Sina Toussi	\$540	56.8	\$30,672
Thomas J. Matz	\$560	44.4	\$24,864
Nathan L. Stuart	\$440	51.5	\$22,660
Randall G. Reese	\$465	38.7	\$17,997
Neil MacDonald	\$540	25.5	\$13,770
David E. Springer	\$755	15.8	\$11,929
Dolores De Elizalde	\$440	17.2	\$7,568

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Eric L. Cochran	\$795	8.3	\$6,600
Venera E. Ziegler	\$510	8.6	\$4,386
John Guzzardo	\$375	7.9	\$2,963
Jamie Hur	\$375	4.4	\$1,650
Haim Zaltzman	\$295	5.5	\$1,623
Paraprofessional Total		31.5	\$5,207
<b>Total</b>		<b>765.9</b>	<b>\$415,954</b>

G. Employee Matters (Labor Unions)

87. As of the Petition Dates, nearly all of the Debtors' approximately 34,750 hourly employees in the United States were (and still are) represented by three principal unions – the UAW, which represents approximately 70% of the Debtors' hourly workforce; the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers-Communications Workers of America, (the "IUE-CWA"), which represents approximately 25% of the hourly workforce; and the United Steelworkers of America, Local 87 (the "USWA"), which represents nearly 3% of the hourly workforce. The Debtors have master collective bargaining agreements with each of these three unions as well as "local agreements" with affiliated local unions covering primarily local issues that are worksite or business specific. The Debtors also have collective bargaining agreements with three other unions representing a smaller segment of the U.S. hourly workforce – the International Association of Machinists and Aerospace Workers (the "IAM"), the International Brotherhood of Electrical Workers (the "IBEW"), and the International Union of Operating Engineers (the "IUOE") (the six foregoing unions (the UAW, IUE-CWA, USWA, IAM, IBEW, and IUOE) being referred to herein collectively as the "Unions").

88. One of the primary challenges facing the Debtors in achieving a successful reorganization will be to address the unsustainable U.S. legacy liabilities and operational

restrictions created by the Debtors' various labor agreements with the Unions. Many of the provisions in these agreements have complicated terms and histories, arising in part from the fact that they were inherited by the Debtors from GM at the time of the Debtors' spin-off from GM in 1999, and, subsequent to 1999, through certain agreements with the UAW that require the Debtors to "mirror" GM's labor agreements. The labor agreements themselves are both voluminous and intricate in detail. They contain a broad array of commitments and a number of provisions that must be eliminated or modified in order for the Debtors to reorganize successfully, including (a) restrictions preventing the Debtors from exiting non-strategic, non-profitable operations and (b) obligations requiring the Debtors to maintain wage, benefit, and staffing levels significantly higher than those provided or maintained by the Debtors' competitors.

89. In recognition of the importance that resolution of the Debtors' U.S. labor issues will play in the reorganization process, during the Application Period, Skadden professionals worked with special labor and benefits counsel to provide the Debtors with comprehensive assistance in examining labor issues and formulating an overall labor strategy, including in reviewing and advising the Debtors of their rights, liabilities and obligations under their labor-related spin-off agreements with GM and their labor agreements with the Unions, providing input and guidance in the Debtors' working group meetings on labor issues, reviewing proposals and presentations to the Unions, assisting the Debtors in making materials available to the Unions and financial advisors retained by the UAW and the IUE-CWA, and engaging in negotiations with the UAW and IUE-CWA in response to their request to have the Debtors pay their respective financial advisors' fees and expenses to ensure the full participation of the Unions in reorganization discussions. As mentioned above, throughout the Application Period, Skadden also worked closely (being mindful not to duplicate efforts) with O'Melveny & Myers, LLP and

Groom Law Group, special labor counsel and special employee benefits counsel, respectively, retained by the Debtors to advise with respect to the filing of the Debtors' motion under sections 1113 and 1114 of the U.S. Bankruptcy Code to initiate the process of seeking court authorization to reject their collective bargaining agreements and to modify hourly post-retirement health care plans and life insurance for hourly retirees.

90. In connection with the foregoing services, Skadden professionals expended 705.4 hours during the Application Period for which Skadden seeks compensation of \$414,991. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-7. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
John P. Furfaro	\$770	180.0	\$138,600
Louis D. Wilson	\$510	217.7	\$111,027
John (Jack) Wm. Butler, Jr.	\$835	54.7	\$45,675
Ronald D. Kohut	\$410	98.8	\$40,508
Neil MacDonald	\$540	24.2	\$13,068
Kayalyn A. Marafioti	\$795	15.6	\$12,403
John K. Lyons	\$695	17.4	\$12,093
Thomas J. Matz	\$560	18.4	\$10,304
Daniel Silverman	\$560	17.3	\$9,688
Julie R. Boden	\$375	14.3	\$5,363
Nathan L. Stuart	\$440	10.0	\$4,400
Haim Zaltzman	\$295	11.6	\$3,422
Brian M. Fern	\$485	7.0	\$3,395
Sina Toussi	\$540	2.7	\$1,458
Ron E. Meisler	\$540	2.3	\$1,242
Paraprofessional Total		13.4	\$2,345
<b>Total</b>		<b>705.4</b>	<b>\$414,991</b>

Matters Between \$100,000 And \$400,000

H. Retention/Fee Matters/Objections (Others)

91. Reorganization Cases as large and complex as these require the coordinated efforts of a number of restructuring advisors and professionals. To this end, during the Application Period, Skadden professionals worked with the Debtors and their other professionals in retaining approximately 12 such professionals in these cases, including, among others, Deloitte & Touche LLP ("Deloitte") as auditors and accountants for fiscal year 2005, Ernst & Young LLP as Sarbanes-Oxley, valuation, and tax services providers, FTI Consulting, Inc. as restructuring and financial advisors, Groom Law Group Chartered as special employee benefits counsel, Jones Lang LaSalle Americas, Inc. as real estate transaction and services providers, O'Melveny & Myers LLP as special labor counsel, Rothschild Inc. ("Rothschild") as financial advisors and investment bankers, Shearman & Sterling LLP ("Shearman") as special counsel, Togut, Segal & Segal LLP as conflicts counsel, and Wilmer, Cutler, Pickering, Hale & Dorr LLP as special regulatory counsel. Skadden also assisted the Debtors in drafting an application to retain KCC as claims, noticing, and balloting agent. Where necessary, Skadden conferred with the Debtors and the professionals and provided assistance with evaluating discrete issues affecting the Debtors' retention of these professionals.

92. In addition, Skadden advised the Debtors in retaining, pursuant to the Order Under 11 U.S.C. §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business (the "Ordinary Course Professionals Order"), roughly 100 ordinary course professionals who provide the Debtors with a host of non-restructuring legal, accounting, and other professional services. As the Ordinary Course Professional Order requires any ordinary course professional to file an affidavit prior to being retained and compensated by the

Debtors, Skadden assisted the Debtors in tracking which professionals had filed such affidavits and when the expiration of the individual objection periods had occurred, permitting the Debtors then to pay such ordinary course professional.

93. In accordance with the requests of the U.S. Trustee, the Ordinary Course Professionals Order requires that any ordinary course professional whose fees exceed \$50,000 per month or \$500,000 in the aggregate during the pendency of these Reorganization Cases, must be retained pursuant to a formal retention application to receive future compensation from the Debtors. Accordingly, during the Application Period, Skadden professionals assisted five of the Debtors' ordinary course professionals in preparing and filing their formal retention applications. In addition, during this period, Skadden professionals began the process of preparing additional retention applications, which were subsequently filed after this Application Period.

94. One of the matters that required resources during the Application Period pertained to the Debtors' retention of Deloitte. As this Court is aware, the Lead Plaintiffs objected to Deloitte's retention and moved to compel deposition testimony and production of documents of Robert J. Dellinger, Delphi's Chief Financial Officer, and members of the Audit Committee of Delphi's Board of Directors. This matter required the preparation and filing of supplementary pleadings and resulted in a contested evidentiary hearing. During the Application Period, Skadden attorneys assisted attorneys from Shearman in defending the Debtors' right to retain Deloitte for fiscal year 2005 and to limit deposition testimony and document production to issues related to the accounting firm's retention. In addition, the Creditors' Committee filed a limited objection to particular isolated issues related to the retention application. Skadden worked with the Debtors to

resolve these discrete matters with the Creditors' Committee. Ultimately, pursuant to an order entered on January 17, 2006, this Court approved Deloitte's retention.<sup>18</sup>

95. Another matter that required significant resources during the Application Period pertained to the Debtors' retention of Rothschild. Although this matter was resolved consensually, the Debtors worked to resolve discrete issues with the Creditors' Committee and the U.S. Trustee involving the terms of Rothschild's retention in these cases. On November 30, 2005, this Court entered an order approving Rothschild's retention.

96. Finally, during the Application Period, Skadden and the Debtors began working with the U.S. Trustee and the Creditors' Committee to come to a consensus regarding the formation of a Fee Review Committee and to develop the Fee Review Protocol.

97. In connection with the foregoing services, Skadden professionals expended 867.2 hours during the Application Period for which Skadden seeks compensation of \$377,176. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-8. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Dolores De Elizalde	\$440	220.7	\$97,108
Thomas J. Matz	\$560	118.0	\$66,080
Haim Zaltzman	\$295	219.4	\$64,724
Venera E. Ziegler	\$510	58.3	\$29,733
Marian P. Wexler	\$770	35.7	\$27,489
Catherine E. Danz	\$465	39.0	\$18,135
Sina Toussi	\$540	27.8	\$15,012
John (Jack) Wm. Butler, Jr.	\$835	17.2	\$14,363
Kayalyn A. Marafioti	\$795	17.9	\$14,231

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<sup>18</sup> The Lead Plaintiffs appealed this Court's approval of Deloitte's retention and on May 26, 2006, the United States District Court for the Southern District of New York affirmed this Court's order.

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Ron E. Meisler	\$540	16.2	\$8,748
Allison Verderber Herriott	\$375	13.2	\$4,951
Randall G. Reese	\$465	4.4	\$2,047
Brian M. Fern	\$485	2.1	\$1,019
Paraprofessional Total		77.3	\$13,536
<b>Total</b>		<b>867.2</b>	<b>\$377,176</b>

I. General Corporate Advice

98. During the Application Period, Skadden professionals attended meetings of the Delphi's Board of Directors which required, among other things, working with the Debtors' various professionals and the Debtors' senior management to prepare detailed materials for distribution and discussion. In connection with these meetings and in the course of the Debtors' daily operations, in addition to general restructuring advice, Skadden devoted a significant amount of time advising the Debtors' management and Board of Directors on other general corporate governance matters as it relates to the reorganization.

99. Also during the Application Period, Skadden professionals advised the Debtors in connection with the preparation of the Debtors' regulatory filings, including the Debtors' Form 10-Q for the quarter ended September 30, 2005 filed with the SEC on November 9, 2005. Skadden also assisted the Debtors in their other regulatory filings with the SEC, including the Debtors' Form 8-Ks, which are issued in connection with disclosure issues on matters such as material agreements, financial matters, and the Debtors' monthly operating reports. Skadden also advised the Debtors with respect to other regulatory issues, including with respect to the delisting of its common stock with the New York Stock Exchange and the liquidation of the Debtors' Trust Preferred Securities.

100. Finally, Skadden worked with the Debtors to draft a non-disclosure agreement with Law Debenture, the indenture trustee for certain of the Debtors' junior subordinated notes, to allow for the sharing of certain confidential information between the Debtors and Law Debenture.

101. In connection with the foregoing services, Skadden professionals expended 590.5 hours during the Application Period for which Skadden seeks compensation of \$340,687. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-9. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Eric L. Cochran	\$795	138.3	\$109,949
Paola Lozano	\$540	99.3	\$53,622
Jamie Hur	\$375	123.5	\$46,313
John (Jack) Wm. Butler, Jr.	\$835	48.6	\$40,582
Marie L. Gibson	\$540	57.5	\$31,050
Kayalyn A. Marafioti	\$795	16.1	\$12,800
Gregory O. Ogunsanya	\$440	28.2	\$12,408
Sina Toussi	\$540	18.0	\$9,720
Ron E. Meisler	\$540	13.3	\$7,182
Neil M. Leff	\$785	5.8	\$4,553
Lawrence D. Frishman	\$755	5.7	\$4,304
Kenneth Berlin	\$770	3.2	\$2,464
Thomas J. Matz	\$560	2.3	\$1,288
Paraprofessional Total		30.7	\$4,452
<b>Total</b>		<b>590.5</b>	<b>\$340,687</b>

J. Global Subsidiaries (Non-U.S.)

102. During the Application Period, Skadden professionals devoted a significant amount of time advising the Company on matters relating to its non-U.S. global subsidiaries

including divestitures, commercial and corporate transactions, and cash management matters that have arisen in the Company's overseas operations.

103. For example, Skadden professionals gave detailed advice about the reconstruction and consolidation of the Company's Austrian subsidiaries, which eliminated one of the Austrian holding companies so that both of the Company's Austrian operating companies could be owned by one Austrian holding company. This was effected to realize considerable tax savings for the Company. A motion to approve the transaction was filed on November 23, 2005, and an order was granted by the Court on December 20, 2005. In addition, Skadden professionals assisted and advised the Debtors regarding the sale of Shanghai Delco Electronics & Instrumentation Company Ltd. ("SDE"), a Chinese joint venture, to the joint venture partner. During the Application Period, Skadden commenced drafting a motion seeking court approval for this sale.<sup>19</sup> Finally, during the Application Period Skadden professionals advised the Company in relation to proposed strategic arrangements aimed at increasing the Company's market share in certain of its global businesses.

104. Furthermore, during the Application Period, Skadden and the Debtors engaged in analyses regarding many discrete issues involving their global subsidiaries. For example, Skadden began evaluating the Debtors' ability to make investments in certain of their subsidiaries which impact the Debtors' global customers. In addition, Skadden and the Debtors analyzed setoff issues in the global context including setoffs between non-U.S. global subsidiaries and international suppliers. Finally, Skadden advised the Debtors regarding analyses of supply relationships with certain of its Mexican affiliates.

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<sup>19</sup> This matter was heard at the March 9, 2006 omnibus hearing and the Court signed the order on March 17, 2006 (Docket No. 2859).

105. In connection with the foregoing services, Skadden professionals expended 534.6 hours during the Application Period for which Skadden seeks compensation of \$330,534. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-10. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Christian Pilkington	\$540	244.5	\$132,030
N. Lynn Hiestand	\$835	142.5	\$118,988
Sina Toussi	\$540	42.1	\$22,734
Nathan L. Stuart	\$440	39.4	\$17,336
Ron E. Meisler	\$540	15.8	\$8,532
Kayalyn A. Marafioti	\$795	10.7	\$8,507
Thomas J. Matz	\$560	10.8	\$6,048
John (Jack) Wm. Butler, Jr.	\$835	4.1	\$3,424
Rossie E. Turman, III	\$540	6.1	\$3,294
Allison Verderber Herriott	\$375	6.8	\$2,550
Paola Lozano	\$540	4.3	\$2,322
Eric L. Cochran	\$795	2.7	\$2,147
John K. Lyons	\$695	2.0	\$1,390
Dolores De Elizalde	\$440	2.8	\$1,232
<b>Total</b>		<b>534.6</b>	<b>\$330,534</b>

K. Financing (DIP And Emergence)

106. In the days prior to the Petition Dates, Skadden devoted substantial time to assisting the Debtors' senior management team, finance personnel, and the Debtors' other business advisors and special counsel, Shearman, in evaluating the size of the debtor-in-possession credit facility (the "Original DIP Credit Facility") and considering their options in obtaining it. Skadden and Shearman were well coordinated with respect to tasks to be completed and worked carefully to avoid duplicating efforts. As a result of these efforts, at the "first day" hearing, the Debtors were

granted approval by this Court, pursuant to an interim order, to use up to \$950 million of the Original DIP Credit Facility. Because some of the loan documentation was not finalized prior to the "first day" hearing, the Debtors were involved in negotiations and drafting sessions with their lenders. Although Shearman was primarily responsible for the documentation related to the Original DIP Credit Facility as well as closing the facility, Skadden provided assistance to Shearman and worked with the Debtors and their lenders in negotiating the terms of the facility and assisted in preparing certain of the related documents.

107. The Original DIP Credit Facility was subsequently amended by the First Amendment to the DIP Credit Facility, dated October 27, 2005 (the "First Amended DIP Credit Facility"). This credit facility provides the Debtors with the ability to borrow up to \$2.0 billion from a syndicate of lenders arranged by J.P. Morgan Securities Inc. and Citigroup Global Markets, Inc., for which JPMorgan Chase Bank, N.A. is the administrative agent (the "Administrative Agent") and Citicorp USA, Inc., is syndication agent (together with the Administrative Agent, the "Agents"). Specifically, the DIP credit facility consists of a \$1.75 billion revolving facility and a \$250 million term loan facility (collectively, the "Amended DIP Loans"). Similar to the Original DIP Credit Facility, while Shearman had primary responsibility for documenting the amendments, Skadden assisted the Debtors in negotiating the terms of these amendments and provided some assistance with respect to reviewing and drafting related documents.

108. Leading up to the hearing for final approval of the Debtors' DIP credit facility, Skadden assisted the Debtors and their other professionals, including Shearman, in resolving more than three dozen objections. Despite the number and varied nature of objections, the Debtors, with the assistance of their professionals, including Skadden and Shearman, succeeded in negotiating resolutions to all these matters and Skadden professionals presented to

this Court an agreed final order for entry. Accordingly, on October 28, 2005, the Court granted, on a final basis, the Debtors' motion for approval of the DIP financing order, which approved the First Amended DIP Credit Facility, providing the Debtors' access to \$2 billion in DIP financing subject to the terms and conditions set forth in the DIP financing documents, as amended, and an adequate protection package for the lenders to the prepetition credit facilities as well as to those parties asserting rights of setoff against the Debtors (the "DIP Financing Order").

109. Subsequently and in accordance with the DIP Financing Order, the Debtors further amended their DIP credit facility by entering into that certain Amended and Restated Revolving Credit, Term Loan and Guaranty Agreement, dated November 21, 2005 (the "Second Amended DIP Facility"). The Second Amended DIP Facility, among other things, adds new lenders to the DIP Credit Facility, increases the interest rate that was provided under the DIP Credit Facility, and alters the provisions regarding future amendments. The documents evidencing the Original DIP Credit Facility, the First Amended DIP Credit Facility, and the Second Amended DIP Facility, including the final order entered by this Court on October 28, 2005, were especially voluminous and complex, including borrowing base and financial covenant provisions. These provisions were the focus of significant attention and input by the Debtors and other parties in interest and Skadden attorneys assisted the Debtors with their analysis.

110. Additionally, during the Application Period, Skadden devoted significant time and effort to matters arising during the negotiation of the Amended DIP Loan's documentation. They included (a) negotiating potential financing arrangements to ensure liquidity for non-Debtor subsidiaries and (b) negotiating arrangements with certain prepetition creditors (including counter-parties to various ISDA documentation representing hedging arrangements and the lessors under aircraft leases).

111. In connection with the foregoing services, Skadden professionals expended 518.5 hours during the Application Period for which Skadden seeks compensation of \$296,608. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-11. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Lawrence D. Frishman	\$755	127.9	\$96,565
John (Jack) Wm. Butler, Jr.	\$835	36.3	\$30,311
Patrick J. Nash, Jr.	\$510	56.6	\$28,866
Ron E. Meisler	\$540	49.3	\$26,622
Kayalyn A. Marafioti	\$795	31.2	\$24,804
Sina Toussi	\$540	45.1	\$24,354
Rossie E. Turman, III	\$540	21.0	\$11,340
Paola Lozano	\$540	19.7	\$10,638
Eric L. Cochran	\$795	10.3	\$8,189
Matthew J. Micheli	\$440	16.9	\$7,436
Jamie Hur	\$375	12.5	\$4,688
Thomas J. Matz	\$560	5.3	\$2,968
David E. Springer	\$755	2.4	\$1,812
Kenneth Berlin	\$770	1.7	\$1,309
Allison Verderber Herriott	\$375	2.7	\$1,013
Paraprofessional Total		79.6	\$15,693
<b>Total</b>		<b>518.5</b>	<b>\$296,608</b>

L. Utilities

112. As of the Petition Dates, the Debtors obtained utility service from approximately 162 utilities nationwide. Together, the utilities provide service to the Debtors under roughly 850 separate billing accounts. During the Application Period, Skadden professionals worked to ensure that the Debtors would have uninterrupted utility service at each of the Debtors' locations throughout the country in accordance with section 366 of the Bankruptcy Code. To this

end, Skadden obtained from this Court, on behalf of the Debtors, entry of an interim order (the "Interim Utilities Order") and a final order (the "Final Utilities Order") prohibiting the utilities from disconnecting service and establishing global procedures for addressing adequate assurance demands that, among other things, allowed the Debtors a reasonable period of time to respond to such demands without the threat that service would be terminated prematurely.

113. During the Application Period, nine utilities filed objections to the Interim Utilities Order objecting to the adequate assurance procedures and seeking deposits as adequate assurance of future performance totaling over \$7 million (the "Utilities Objections"). Skadden attorneys engaged in extensive negotiation with the objecting utilities, prepared responses to the Utilities Objections, and prepared settlement agreements resolving the utilities' concerns. In addition, during the Application Period, 30 other utilities submitted requests for deposits totaling over \$1.5 million. While some of these requests were timely, complied with the Final Utilities Order, and thus were consensually and promptly resolved, most of the requests were either late or otherwise invalid due to the utilities' failure to comply with the Final Utilities Order. Skadden attorneys reviewed and responded to every adequate assurance request and, where necessary, engaged in negotiations with utility companies.

114. In connection with the foregoing services, Skadden professionals expended 577.2 hours during the Application Period for which Skadden seeks compensation of \$295,549. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-12. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

Name	Rate	Time	Value
Venera E. Ziegler	\$510	453.6	\$231,336
Thomas J. Matz	\$560	64.2	\$35,952

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Dolores De Elizalde	\$440	21.5	\$9,460
Sina Toussi	\$540	13.7	\$7,398
Ron E. Meisler	\$540	7.6	\$4,104
Kayalyn A. Marafioti	\$795	4.8	\$3,817
Haim Zaltzman	\$295	11.8	\$3,482
<b>Total</b>		<b>577.2</b>	<b>\$295,549</b>

M. Nonworking Travel Time

115. Because of the extensive breadth of services that Skadden is providing the Debtors in these Reorganization Cases, Skadden draws upon the experience and talent of a number of professionals from its worldwide organization including offices located in Chicago, New York, Washington, D.C., and London, England. As this Court is aware, the Debtors are headquartered in Troy, Michigan, a suburb of Detroit, members of the Creditors' Committee are based in several states across the U.S., the Debtors postpetition lenders are based in New York and many of the Debtors' other primary constituencies, including its unions and GM, are based in Michigan. As a consequence of these disparate locations, Skadden professionals frequently must travel among these and other locations as necessary to meet with the Debtors' Board of Directors and senior management, creditor constituencies, and to attend Court hearings. Skadden's professionals who spend time traveling, but not otherwise working, allocate their time to this billing category.

116. Skadden professionals expended 984.4 hours during the Application Period devoted to non-working travel time for which Skadden seeks compensation of \$290,270. This amount reflects a fifty percent (50%) reduction from Skadden's guideline hourly rates. Detailed time entries of each Skadden professional are attached hereto as Exhibit D-13. A summary of the hours incurred and value of the travel time for each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
John (Jack) Wm. Butler, Jr.	\$418	165.9	\$69,264
John K. Lyons	\$348	110.8	\$38,503
Randall G. Reese	\$233	162.8	\$37,851
Ron E. Meisler	\$270	119.5	\$32,265
Allison Verderber Herriott	\$188	104.0	\$19,500
John P. Furfaro	\$385	33.4	\$12,860
David E. Springer	\$378	29.8	\$11,250
Marian P. Wexler	\$385	21.9	\$8,432
Kayalyn A. Marafioti	\$398	21.0	\$8,348
Matthew J. Micheli	\$220	37.3	\$8,206
Eric. L. Cochran	\$398	19.8	\$7,871
Kenneth Berlin	\$385	12.5	\$4,813
Nick D. Campanario	\$233	13.1	\$3,046
Thomas J. Matz	\$280	10.4	\$2,912
Catherine E. Danz	\$232	12.5	\$2,906
Patrick J. Nash, Jr.	\$255	10.5	\$2,678
Nathan L. Stuart	\$220	10.3	\$2,266
Dhananjai Shivakumar	\$280	7.5	\$2,100
Sina Toussi	\$270	7.5	\$2,025
Eric B. Sensenbrenner	\$280	6.0	\$1,680
N. Lynn Hiestand	\$417	3.9	\$1,628
Dolores De Elizalde	\$220	7.2	\$1,584
Neil MacDonald	\$270	4.7	\$1,269
Brian M. Fern	\$242	4.9	\$1,188
Melissa T. Kahn	\$205	5.5	\$1,128
Paraprofessional Total		41.7	\$4,697
<b>Total</b>		<b>984.4</b>	<b>\$290,270</b>

N. Business Operations / Strategic Planning

117. This particular matter is comprised of time incurred by Skadden professionals in working with the Debtors' senior management, investment bankers, financial advisors, and other business and legal advisors in considering restructuring strategies and

initiatives. At the commencement of these cases, Skadden professionals participated in a number of planning sessions to facilitate the launch of the Reorganization Cases.

118. Skadden professionals also participated in numerous strategy sessions, meetings, and calls to consider such major case issues as Delphi's development of a 2006 transformation plan, Delphi's development of a comprehensive, go-forward and a 2006-10 restructuring business plan, and various scenarios, considerations, and ramifications regarding the Reorganization Cases. Furthermore, Skadden assisted the Debtors with respect to operational issues as they related to these Reorganization Cases, including, without limitation, conducting negotiations with the Creditors' Committee regarding cash management and finalizing the terms of that order, as well as analyzing certain proposed strategic intercompany transactions. Finally, Skadden professionals worked with the Debtors' in-house attorneys and key business personnel to explain certain common issues that arise in many chapter 11 cases.

119. In connection with the foregoing services, Skadden professionals expended 386.4 hours during the Application Period for which Skadden seeks compensation of \$258,753. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-14. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
John (Jack) Wm. Butler, Jr.	\$835	114.0	\$95,190
Eric L. Cochran	\$795	66.2	\$52,629
Ron E. Meisler	\$540	56.0	\$30,240
Kayalyn A. Marafioti	\$795	20.7	\$16,458
Thomas J. Matz	\$560	25.4	\$14,224
Matthew J. Micheli	\$440	22.5	\$9,900
John K. Lyons	\$695	13.1	\$9,105
Allison Verderber Herriott	\$375	21.9	\$8,213

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Randall G. Reese	\$465	12.5	\$5,814
Sina Toussi	\$540	9.4	\$5,076
Venera E. Ziegler	\$510	9.8	\$4,998
Nathan L. Stuart	\$440	5.1	\$2,244
Haim Zaltzman	\$295	6.0	\$1,770
David E. Springer	\$755	2.3	\$1,737
Marian P. Wexler	\$770	1.5	\$1,155
<b>Total</b>		<b>386.4</b>	<b>\$258,753</b>

O. Secured Claims

120. In the days following the Petition Dates, Skadden devoted substantial time to assisting the Debtors' senior management team and finance personnel and the Debtors' other business advisors in connection with preparing for the October 27, 2005 hearing on the Debtors' DIP credit facility. Specifically, in connection with the dozens of objections received to the relief requested in the Debtors' DIP financing motion, including an objection by an ad hoc committee of prepetition lenders (the "Ad Hoc Prepetition Lenders"), Skadden attorneys assisted the Debtors in reviewing the issues raised by the objecting parties. The Debtors, with the assistance of Skadden, devoted a significant amount of resources to working with their advisors as well as their prepetition and postpetition lenders in negotiating and resolving these objections.

121. In connection with resolving the objection filed by the Ad Hoc Prepetition Lenders, the Debtors and their advisors were involved in extensive discovery, including the taking and defending of numerous depositions. To resolve the objection filed by the Ad Hoc Prepetition Lenders, Skadden attorneys assisted the Debtors in their negotiation of a mutually acceptable adequate protection package, which was approved by this Court pursuant to the DIP Financing Order entered on October 28, 2005. Throughout the Application Period (and to this date), the

Debtors, with the assistance of Skadden professionals have continued to work and meet with their prepetition lenders to keep them reasonably informed with respect to these Reorganization Cases.

122. Furthermore, during the Application Period, Skadden devoted significant time and effort in working with the Debtors and their other advisors in resolving limited cash collateral objections that remained outstanding after entry of the final DIP Financing Order. In addition to objections related to cash collateral matters, Skadden professionals also devoted significant amounts of time after entry of the DIP Financing Order on setoff claims. Paragraph 18 of the DIP Financing Order set forth comprehensive procedures by which customers and suppliers of the Debtors could exercise and resolve their setoff rights without having to file motions to lift the automatic stay. Accordingly, during the Application Period, the Debtors and their advisors devoted significant amounts of time analyzing and resolving the approximately 75 requests by customers and suppliers who sought to exercise setoff rights during the Application Period under the DIP Financing Order. In seeking to resolve these setoff claims, Skadden professionals devoted considerable effort to tracking the setoff claims, researching their validity, and ultimately negotiating resolutions of the claims.

123. Skadden attorneys also dealt with a number of issues regarding assertion of liens against the Debtors. Indeed, the Debtors, with Skadden's assistance, analyzed whether certain claimants could properly assert tooling liens or other statutory liens against certain of the Debtors' assets. As part of this analysis, Skadden worked with the Debtors to evaluate and track complaints filed by numerous alleged lien claimants.

124. In connection with the foregoing services, Skadden professionals expended 491.7 hours during the Application Period for which Skadden seeks compensation of \$236,983. Detailed time entries of each Skadden professional related to these services are attached hereto as

Exhibit D-15. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Sina Toussi	\$540	227.0	\$122,580
Dolores De Elizalde	\$440	92.4	\$40,656
Ron E. Meisler	\$540	35.1	\$18,954
Haim Zaltzman	\$295	55.4	\$16,344
John (Jack) Wm. Butler, Jr.	\$835	9.3	\$7,766
Thomas J. Matz	\$560	13.2	\$7,392
Allison Verderber Herriott	\$375	13.1	\$4,913
Venera E. Ziegler	\$510	9.5	\$4,845
Rossie E. Turman, III	\$540	8.2	\$4,428
Randall G. Reese	\$465	7.8	\$3,627
Matthew J. Micheli	\$440	7.0	\$3,080
Paraprofessional Total		13.7	\$2,398
<b>Total</b>		<b>491.7</b>	<b>\$236,983</b>

P. Reports And Schedules

125. As described in the earlier sections of this Interim Application, there are a total of 42 debtors in these jointly-administered cases. The Bankruptcy Code requires that separate sets of Schedules and Statements be prepared for each debtor. The Debtors and their numerous non-debtor affiliates have historically reported their financial information on a consolidated basis. Given the diverse assets, liabilities and operations of the various Debtors and the need to provide precise information concerning the financial and operational condition of these various entities, Skadden worked closely with the Debtors' financial, legal, operational, tax, and other personnel and the Debtors' financial advisors in preparing separate sets of Schedules and Statements for each of the Debtors.

126. These efforts were time-consuming, detail-oriented, and laborious. The Debtors, with the assistance of Skadden and the Debtors' financial advisors, FTI, determined that

this undertaking was necessary given the large number of constituencies and the dollar amounts involved. In the aggregate, the Schedules and Statements for the 42 Debtors include over 20,000 scheduled liabilities and nearly 347,000 scheduled executory contracts and unexpired leases, which collectively comprise roughly 22,000 pages of information. In addition, contemporaneously with the filing of their Schedules and Statements, the Debtors, with the assistance of Skadden and FTI, filed Global Notes and Statements of Limitations, Methodology and Disclaimer Regarding Debtors' Schedules and Statements setting forth the Debtors' assumptions and preparation methodology with respect to the Schedules and Statements.

127. Skadden also worked closely with the Debtors and their financial advisors following the filing of the Schedules and Statements to resolve certain discrete issues which resulted in the Debtors' filing of certain amendments to the Schedules and Statements on February 1, 2006, one day after the end of the Application Period.

128. The Debtors are also required to submit Monthly Operating Reports, which provide detailed information regarding the Debtors' assets, liabilities, and operations on a monthly basis. During the Application Period, Skadden professionals worked with the Debtors' finance and accounting personnel, as well as the Debtors' financial advisors and the U.S. Trustee, to prepare and file the Monthly Operating Reports.

129. In connection with the foregoing services, Skadden professionals expended 380.1 hours during the Application Period for which Skadden seeks compensation of \$187,152. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-16. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

Name	Rate	Time	Value
Randall G. Reese	\$465	156.1	\$72,587

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Allison Verderber Herriott	\$375	95.7	\$35,888
John K. Lyons	\$695	34.4	\$23,908
Thomas J. Matz	\$560	38.6	\$21,616
John (Jack) Wm. Butler, Jr.	\$835	19.6	\$16,366
Kayalyn A. Marafioti	\$795	11.7	\$9,302
Ron E. Meisler	\$540	6.9	\$3,726
Marie L. Gibson	\$540	2.1	\$1,134
Paraprofessional Total		15.0	\$2,625
<b>Total</b>		<b>380.1</b>	<b>\$187,152</b>

Q. Environmental Matters

130. Skadden professionals assisted the Debtors in their efforts to comply with environmental law while also complying with the requirements of the Bankruptcy Code. Concurrently, Skadden professionals assisted the Debtors in developing a comprehensive strategy for minimizing and managing their potential environmental liabilities with respect to properties that they currently own or operate. This strategy covered many sites, claims, and issues. Developing the resulting strategy required numerous telephone conferences and meetings with Debtors, review and analysis of many documents, including purchase, sale and lease agreements, and analysis of certain environmental claims. Analysis of Debtors' potential environmental liabilities raise particularly complex factual issues because, among other reasons, a large portion of those liabilities arise from actions or operations that took place before the Debtors' separation from General Motors. As a result, research of many legal issues was required.

131. In addition, Skadden professionals assisted the Debtors with preparation of environmental schedules, environmental disclosure language, analysis of contractor claims and the imposition of mechanics lien with respect to potential environmental liabilities, review of notices of violations and orders received from regulatory agencies, review of environmental conditions

associated with Debtors' properties in certain states, and developing provisions for resolving potential environmental liabilities in connection with potential property sales and lease rejections.

132. In connection with the foregoing services, Skadden professionals expended 233.8 hours during the Application Period for which Skadden seeks compensation of \$163,396. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-17. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Kenneth Berlin	\$770	135.1	\$104,027
John A. Amodeo	\$580	60.7	\$35,206
Marian P. Wexler	\$770	13.3	\$10,241
Henry C. Eisenberg	\$580	14.6	\$8,468
Linda Davies	\$540	10.1	\$5,454
<b>Total</b>		<b>233.8</b>	<b>\$163,396</b>

R. Executory Contracts (Personalty)

133. The Debtors estimate that, as of the Petition Dates, they were parties to hundreds of thousands of executory contracts and leases which collectively involve billions of dollars of liability. During the Application Period, Skadden professionals began working closely with dozens of internal and external representatives and employees of the Debtors to coordinate the preliminary review of various executory contracts and, together with the Debtors' senior management and business advisors, to evaluate contracts and leases for assumption or rejection. To conduct the analysis, Skadden participated in frequent meetings with the Debtors' business personnel regarding appropriate proration of invoices and postpetition payment obligations. Moreover, Skadden participated in numerous meetings and teleconferences with contract counterparties regarding contractual matters, termination notices, and other issues.

134. In addition, during the Application Period, the Debtors and other parties in interest filed numerous motions concerning various executory contracts. Specifically, during the Application Period, Skadden professionals consulted with the Debtors regarding the assumption and rejection of certain executory contracts. These consultations led to, among other things, the drafting and filing of five motions requesting authority to assume various contracts and two motions requesting authority to reject executory contracts. The Court granted each of the Debtors' motions and as a result, the Debtors enhanced the value of the estates for all creditors.

135. Also, the Debtors, with the assistance of Skadden professionals, responded to numerous requests from counterparties to compel the assumption or rejection of their contracts. In addition, four counterparties to various contracts filed motions to compel assumption or rejection of their contracts during this Application Period and many more have threatened to do the same. Skadden professionals drafted objections to these motions to compel and litigated the merits of such requests to, among other things, protect the Debtors' right to maintain "breathing room" during these Reorganization Cases and to take the time permitted by Congress to evaluate whether to assume or reject an executory contract. The Court ruled in favor of the Debtors on account of three of the motions. With respect to the fourth motion, the Court found that circumstances existed to merit granting the relief requested and, following the Court's ruling, on behalf of the Debtors, Skadden drafted and filed a motion to assume that contract.

136. In connection with the foregoing services, Skadden professionals expended 320.1 hours during the Application Period for which Skadden seeks compensation of \$153,055. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-18. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Venera E. Ziegler	\$510	77.9	\$39,729
Matthew J. Micheli	\$440	70.4	\$30,976
Ron E. Meisler	\$540	46.1	\$24,894
Thomas J. Matz	\$560	27.9	\$15,624
Haim Zaltzman	\$295	50.4	\$14,869
Sina Toussi	\$540	20.5	\$11,070
Kayalyn A. Marafioti	\$795	9.9	\$7,871
Dolores De Elizalde	\$440	10.0	\$4,400
David E. Springer	\$755	2.1	\$1,586
Randall G. Reese	\$465	2.2	\$1,023
Allison Verderber Herriott	\$375	2.7	\$1,013
<b>Total</b>		<b>320.1</b>	<b>\$153,055</b>

S. Leases (Real Property)

137. The Debtors are lessors or lessees with respect to approximately 90 leases of real property. Skadden worked closely with the Debtors on matters related to such real property leases including (a) reviewing the Debtors' existing leases, (b) reviewing proposed new leases, (c) preserving the Debtors' right to assume, assume and assign, or reject such leases through an extension of the period within which the Debtors must assume or reject such leases under the Bankruptcy Code, and (d) conducting negotiations, drafting pleadings, and appearing for the Debtors at hearings relating to the rejection or renewal of leases (or entry into new leases) and other matters concerning the disposition of the Debtors' nonresidential real property leases.

138. Specifically, during the Application Period, Skadden professionals spent a considerable amount of time preparing three motions relating to nonresidential real property leases: (a) a motion to extend the deadline to assume or reject leases to June 7, 2007, without prejudice to the Debtors' right to further extend such deadline, (b) a motion approving procedures for the future rejection of leases or subleases and authorizing the Debtors to abandon certain

personal property associated with such leases without further Court approval, and (c) a motion approving procedures to enter into new or renew existing leases or subleases without further Court approval. In addition, Skadden attorneys prepared for and attended court hearings regarding these motions.

139. Furthermore, during the Application Period, Skadden attorneys prepared notices to implement the Debtors' business decisions relating to the disposition of certain leases pursuant to the order entered by this Court approving procedures for the rejection of leases. In addition, the Debtors entered into new leases or renewed expiring leases pursuant to the order entered by the Court approving procedures to enter into or renew leases.

140. Finally, Skadden worked with the Debtors to begin to evaluate and respond to a motion by Cherokee North Kansas City LLC ("Cherokee"), which sought to compel an assumption or rejection of the Debtors' Kansas City, Missouri lease with Cherokee.<sup>20</sup>

141. In connection with the foregoing services, Skadden professionals expended 286.8 hours during the Application Period for which Skadden seeks compensation of \$143,190. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-19. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

Name	Rate	Time	Value
Catherine E. Danz	\$465	77.6	\$36,085
Marian P. Wexler	\$770	41.0	\$31,570
Dolores De Elizalde	\$440	66.2	\$29,128
Matthew J. Micheli	\$440	40.9	\$17,996
Ron E. Meisler	\$540	21.2	\$11,448
Haim Zaltzman	\$295	21.7	\$6,402

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<sup>20</sup> This motion was denied at the omnibus hearing held on April 7, 2006.

Name	Rate	Time	Value
Kayalyn Marafioti	\$795	3.8	\$3,021
Randall G. Reese	\$465	5.8	\$2,698
Venera E. Zeigler	\$510	5.2	\$2,652
Sina Toussi	\$540	2.2	\$1,188
John (Jack) Wm. Butler, Jr.	\$835	1.2	\$1,002
<b>Total</b>		<b>286.8</b>	<b>\$143,190</b>

T. Claims Admin. (Reclamation/Trust Funds)

142. Given the exceptionally large number of suppliers and shipments that the Debtors receive on a continuous basis, it was inevitable that the Debtors would receive a substantial number of reclamation demands in the very early stages of these Reorganization Cases. Skadden worked with the Debtors and their business advisors to develop global procedures for receiving, reviewing, responding to, and resolving reclamation demands. Skadden successfully obtained final approval of these procedures on November 4, 2005. Moreover, due to the tremendous volume of reclamation demands received by the Debtors, on January 5, 2006, the Court granted the Debtors, through the assistance of Skadden, a 45-day extension of the deadline for the Debtors to reconcile all reclamation claims.

143. During the Application Period, the Debtors received thousands of reclamation demands, including duplicate demands. Skadden worked closely with the Debtors and their business advisors in reviewing many of these demands and eliminating scores of duplicate claims. As a result, the Debtors, with the assistance of Skadden, identified roughly 850 non-duplicate reclamation demands containing nearly 100,000 lines of data, with a total face amount of more than \$285 million.

144. To facilitate the review process of these 850 reclamation demands, which required the Debtors to respond to all reclamation demands within 135 days, Skadden worked with

the Debtors and their business advisors to develop a comprehensive process for responding to all such reclamation demands, evaluating any disagreements, and reaching agreed reclamation claim amounts. In implementing this process, Skadden reviewed hundreds of reclamation claims and drafted a significant amount of correspondence, including reclamation response statements and settlement letters.

145. These efforts required substantial assistance from Skadden in advising the Debtors regarding their legal obligations under the reclamation procedures, including, for instance, evaluating foreign supplier claims and analyzing demands covering various types of inventory. In addition, Skadden corresponded with numerous claimants and worked with the Debtors and their financial advisors to design training materials and process protocols for on-going negotiations with suppliers.

146. In connection with the foregoing services, Skadden professionals expended 417.2 hours during the Application Period for which Skadden seeks compensation of \$134,926. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-20. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Matthew J. Micheli	\$440	141.3	\$62,172
Kayalyn A. Marafioti	\$795	13.3	\$10,574
Ron E. Meisler	\$540	14.8	\$7,992
Allison Verderber Herriott	\$375	19.2	\$7,201
Thomas J. Matz	\$560	11.6	\$6,496
John K. Lyons	\$695	6.9	\$4,796
Christian Pilkington	\$540	7.4	\$3,996
John (Jack) Wm. Butler, Jr.	\$835	3.7	\$3,090
Paraprofessional Total		199.0	\$28,609
<b>Total</b>		<b>417.2</b>	<b>\$134,926</b>

U. Asset Dispositions (General)

147. The Debtors have stated that to achieve the necessary cost savings and operational effectiveness envisioned in their transformation plans, a substantial segment of Delphi's U.S. business operations will need to be divested, consolidated, or wound-down through the chapter 11 process. Thus, during the Application Period, Skadden attorneys provided advice to the Debtors regarding the disposition of assets.

148. To facilitate the sales of de minimis assets and maximize efficiency related thereto, Skadden prepared a motion to approve procedures for selling assets without further court approval provided that the purchase price is \$10 million or less for each transaction or in the aggregate for a related series of transactions. In preparation for the procedures, Skadden worked with the Debtors to formulate internal approval procedures to track the proposed disposition of assets to provide sufficient time to both comply with closing conditions as well as to satisfy the notice procedures proscribed in the attendant order.

149. Skadden also advised the Debtors with respect to post-closing items in relation to the Company's 2005 prepetition sale of its battery business. In particular, Skadden analyzed the sale agreements, conducted research, and worked with the Company to evaluate the means by which the Company can transition certain remaining operations to the purchaser in compliance with the related agreements.

150. In addition, with regard to dispositions of assets that may arise in the future, Skadden attorneys advised the Debtors regarding the auction process frequently implemented when selling significant assets of a debtor in chapter 11 and assisted the Debtors in preparing a form purchase agreement and other documentation for use in any future sale. Finally, Skadden worked with the Debtors to research and identify other instances in which the Debtors could

effectuate benefits to the estate through the divestiture of certain assets. Where such opportunities existed, Skadden reviewed and commented on the terms of the potential divestiture.

151. In connection with the foregoing services, Skadden professionals expended 210.6 hours during the Application Period for which Skadden seeks compensation of \$117,199. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-21. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Eric L. Cochran	\$795	32.1	\$25,520
Marie L. Gibson	\$540	41.5	\$22,410
Ron E. Meisler	\$540	28.1	\$15,174
Nathan L. Stuart	\$440	26.8	\$11,792
John K. Lyons	\$695	16.9	\$11,746
Sina Toussi	\$540	13.3	\$7,182
Venera E. Ziegler	\$510	9.6	\$4,896
Haim Zaltzman	\$295	16.0	\$4,721
Thomas J. Matz	\$560	6.9	\$3,864
Gregory O. Ogunsanya	\$440	7.5	\$3,300
Dolores De Elizalde	\$440	5.2	\$2,288
Kenneth Berlin	\$770	2.5	\$1,925
Kayalyn A. Marafioti	\$795	1.5	\$1,193
Matthew J. Micheli	\$440	2.7	\$1,188
<b>Total</b>		<b>210.6</b>	<b>\$117,199</b>

V. Litigation (Insurance Recovery)

152. During the Application Period, Skadden was required to devote resources to various litigation matters. Specifically, Skadden assisted the Debtors' special litigation counsel with regard to multi-district litigation currently pending in the United States District Court for the Eastern District of Michigan. The Lead Plaintiffs, participating in the securities class action

component of the multi-district litigation, engaged in a three-pronged attack against the Debtors to obtain securities-related discovery through the Bankruptcy Court. One of Lead Plaintiffs' methods of seeking securities-related discovery was through their request for a modification of the automatic stay to pursue discovery relating to their consolidated securities class action case. As a result of the filing of Lead Plaintiffs' motion, Skadden conducted multiple meet and confers with Lead Plaintiffs in an attempt to consensually resolve the matter. Ultimately, because the parties could not consensually resolve the issue, Skadden prosecuted an objection to the Lead Plaintiffs' motion and as a result of that objection, the motion was granted only to permit the Lead Plaintiffs to apply to the United States District Court for the Eastern District of Michigan for a modification of the PSLRA stay and, to the extent the PSLRA stay is lifted, Lead Plaintiffs have the right to return to this Court to seek modification of the stay for the discovery of documents permitted by the District Court.

153. In connection with the foregoing services, Skadden professionals expended 175.5 hours during the Application Period for which Skadden seeks compensation of \$103,530. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-22. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Matthew J. Micheli	\$440	72.6	\$31,944
David E. Springer	\$755	42.1	\$31,786
John (Jack) Wm. Butler, Jr.	\$835	24.2	\$20,208
Ron E. Meisler	\$540	18.9	\$10,206
Brian M. Fern	\$485	11.4	\$5,529
Thomas J. Matz	\$560	4.9	\$2,744
Kayalyn A. Marafioti	\$795	1.4	\$1,113
<b>Total</b>		<b>175.5</b>	<b>\$103,530</b>

Matters Under \$100,000

W. Insurance

154. Skadden assisted the Debtors during the Application Period in connection with the extension and renewal of the Debtors' casualty insurance program, which was scheduled to expire at the end of 2005. Skadden assisted the Debtors in receiving Court approval for entry into and renewals of a casualty insurance program to avoid exposing the Debtors and their estates to significant potential liabilities. Prior to the Petition Dates, the Debtors' insurance policies were set to expire. As a prerequisite to the insurer's willingness to provide the Debtors with insurance coverage, the insurers required that the Debtors meet a series of conditions, including but not limited to, assumption of the prepetition agreements between the Debtors and the insurer and an order approving the renewal of the insurance program. Skadden assisted the Debtors in analyzing the conditions requested by the insurer, negotiated terms of the renewal insurance program, and drafted and filed a motion seeking authority to enter into the new insurance program.

155. In connection with the foregoing services, Skadden professionals expended 166.7 hours during the Application Period for which Skadden seeks compensation of \$83,523. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-23. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

Name	Rate	Time	Value
Brian M. Fern	\$485	130.1	\$63,099
Ron E. Meisler	\$540	27.8	\$15,012
Kayalyn A. Marafioti	\$795	4.0	\$3,180
Randall G. Reese	\$465	4.8	\$2,232
<b>Total</b>		<b>166.7</b>	<b>\$83,523</b>

X. Customer Matters (General)

156. Although every company which files chapter 11 reorganization cases must work to maintain its customer relationships, this is particularly true in the Debtors' Reorganization Cases. Because of the nature of the Debtors' businesses, the short time frame in which a break in the supply chain can affect an OEM's production capabilities, and the Debtors' constant process of bidding for and winning new business from OEMs (a process which takes place several years in advance of production), maintaining the communication between the Debtors and their customers and reassuring customers that the Debtors had the resources to continue to operate and meet production deadlines was vital. As a result, during the Application Period, Skadden professionals assisted the Debtors in their communications efforts by, among other things, responding to questions and working with the Company to draft and periodically revise a presentation for customers explaining the authority the Debtors had received from this Court to continue operations during these Reorganization Cases. In addition, Skadden assisted the Debtors in responding to various requests and motions filed by customers seeking to lift the automatic stay to effect setoff of prepetition amounts. By facilitating negotiations with the customers and working with the Debtors as they reconcile their books and records, Skadden has assisted the Debtors in preventing litigation of these matters to date.

157. In connection with the foregoing services, Skadden professionals expended 119.2 hours during the Application Period for which Skadden seeks compensation of \$72,901. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-24. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

Name	Rate	Time	Value
N. Lynn Hiestand	\$835	29.0	\$24,216

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Sina Toussi	\$540	21.4	\$11,556
Eric L. Cochran	\$795	12.4	\$9,859
Allison Verderber Herriott	\$375	22.6	\$8,476
Paola Lozano	\$540	13.8	\$7,452
Ron E. Meisler	\$540	7.2	\$3,888
Marie L. Gibson	\$540	4.2	\$2,268
Gregory O. Ogunsanya	\$440	4.2	\$1,848
John (Jack) Wm. Butler, Jr.	\$835	2.0	\$1,670
John K. Lyons	\$695	2.4	\$1,668
<b>Total</b>		<b>119.2</b>	<b>\$72,901</b>

Y. Automatic Stay (Relief Actions)

158. As of the Petition Dates, the Debtors were parties to a variety of litigation. Although the automatic stay pursuant to section 362 of the Bankruptcy Code prohibits parties from pursuing these types of claims during the Reorganization Cases, the Debtors have received numerous requests, including multiple motions, seeking modification of the stay to allow the claimants to proceed against the Debtors in non-bankruptcy fora. Skadden professionals worked with the Debtors' legal department and other of the Debtors' employees to reach a consensual resolution in response to many of the modification or relief requests. In certain cases, however, the Debtors and the movant were unable to resolve their differences and on those occasions, the attorneys for Skadden, on behalf of the Debtors, drafted objections to these lift stay motions. None of the motions other than that of the Lead Plaintiffs' has resulted in litigation during the Application Period.

159. In connection with the foregoing services, Skadden professionals expended 143.9 hours during the Application Period for which Skadden seeks compensation of \$64,079. Detailed time entries of each Skadden professional related to these services are attached hereto as

Exhibit D-25. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Matthew J. Micheli	\$440	67.0	\$29,480
Nathan L. Stuart	\$440	65.0	\$28,600
Ron E. Meisler	\$540	6.0	\$3,240
Allison Verderber Herriott	\$375	4.6	\$1,725
Kayalyn A. Marafioti	\$795	1.3	\$1,034
<b>Total</b>		<b>143.9</b>	<b>\$64,079</b>

Z. Real Estate (Owned)

160. Skadden professionals assisted the Debtors in undertaking a comprehensive review of the Debtors' owned real estate. Indeed, Skadden worked closely with employees of the Debtors in coordinating matters related to Debtors' owned real estate, including (a) resolving claims related to mechanics' liens, (b) selling de minimis real estate parcels,<sup>21</sup> and (c) analyzing tax issues. These issues required numerous meetings with the Debtors' real estate and facilities personnel.

161. In connection with the foregoing services, Skadden professionals expended 102.0 hours during the Application Period for which Skadden seeks compensation of \$63,413. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-26. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Marian P. Wexler	\$770	52.4	\$40,348
Catherine E. Danz	\$465	49.6	\$23,065

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<sup>21</sup> Skadden professionals also billed time to the "Asset Dispositions (Real Property)" matter code when providing services related to the sale of de minimis real estate.

Name	Rate	Time	Value
Total		102.0	\$63,413

AA. Retention/Fee Matters (SASM&F)

162. Skadden is one of the largest law firms in the world, with more than 1,700 attorneys located in 22 offices in 11 nations. Because of the number of the Debtors' business relationships and the number of Skadden's business clients, Skadden has been required to spend time before and after the commencement of the Reorganization Cases with respect to retention and fee issues. In particular, Skadden conducted an extensive relationship and disclosure search in connection with being retained as Debtors' counsel. After such retention and during the Application Period, Skadden supplemented its search results through distribution of a questionnaire to the firm's professionals worldwide. In addition, as new parties have become involved in aspects of these cases, Skadden has conducted supplementary disclosure searches. Finally, pursuant to the requirements of the Interim Compensation Order, Skadden has prepared detailed monthly compensation packages for distribution in accordance with the procedures established by such orders.

163. In connection with the foregoing services, Skadden professionals expended 203.8 hours during the Application Period for which Skadden seeks compensation of \$58,023. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-27. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

Name	Rate	Time	Value
John (Jack) Wm. Butler, Jr.	\$835	20.2	\$16,868
Dolores De Elizalde	\$440	21.1	\$9,284
Haim Zaltzman	\$295	26.1	\$7,700
Venera E. Ziegler	\$510	3.4	\$1,734

Name	Rate	Time	Value
Paraprofessional Total		133.0	\$22,437
<b>Total</b>		<b>203.8</b>	<b>\$58,023</b>

BB. Asset Dispositions (Real Property)

164. During the Application Period, Skadden attorneys provided advice to the Debtors regarding the sale or potential sale of certain assets including excess real property assets. Asset dispositions were conducted in accordance with this Court's order approving procedures for the sale of de minimis assets. Through the sale of real property located in Foley, Alabama, and in Burton, Michigan, the Debtors realized approximately \$5 million for assets that were otherwise non-performing and were cash-flow negative.

165. In connection with the foregoing services, Skadden professionals expended 63.8 hours during the Application Period for which Skadden seeks compensation of \$36,866. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-28. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

Name	Rate	Time	Value
Catherine E. Danz	\$465	40.2	\$18,694
Marian P. Wexler	\$770	23.6	\$18,172
<b>Total</b>		<b>63.8</b>	<b>\$36,866</b>

CC. Claims Admin. (General)

166. Skadden personnel responded to numerous inquiries from potential claimants regarding the claims filing process. Additionally, throughout the Application Period, Skadden professionals advised the Debtors on responding to such claimants. Furthermore, Skadden and the Debtors began to evaluate how the claims reconciliation process should unfold in

these Reorganization Cases and began preparing pleadings to establish a bar date by which claimants would be required to file proofs of claim.

167. In connection with the foregoing services, Skadden professionals expended 83.5 hours during the Application Period for which Skadden seeks compensation of \$31,974. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-29. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Matthew J. Micheli	\$440	15.2	\$6,688
Haim Zaltzman	\$295	20.2	\$5,959
Thomas J. Matz	\$560	9.3	\$5,208
Randall G. Reese	\$465	9.5	\$4,418
Dolores De Elizalde	\$440	5.4	\$2,376
Ron E. Meisler	\$540	4.0	\$2,160
Nathan L. Stuart	\$440	2.8	\$1,232
Paraprofessional Total		17.1	\$3,933
<b>Total</b>		<b>83.5</b>	<b>\$31,974</b>

DD. Intellectual Property

168. Throughout the Application Period, Skadden provided legal advice regarding bankruptcy-related issues affecting the Debtors' intellectual property – particularly patents and licenses. Skadden's professionals spent considerable time in analyzing the Debtors' intellectual property contracts and the law regarding assignability of such contracts in the Second Circuit under section 365 of the Bankruptcy Code.

169. In connection with the foregoing services, Skadden professionals expended 44.4 hours during the Application Period for which Skadden seeks compensation of \$22,186. Detailed time entries of each Skadden professional related to these services are attached hereto as

Exhibit D-30. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Elaine D. Ziff	\$560	20.5	\$11,480
Dolores De Elizalde	\$440	22.0	\$9,680
Ron E. Meisler	\$540	1.9	\$1,026
<b>Total</b>		<b>44.4</b>	<b>\$22,186</b>

EE. Litigation (General)

170. During the Application Period, Skadden was required to devote resources to various litigation matters not within the purview of other billing categories. Much of the activity in this billing category relates to efforts by Skadden to ensure that actions arising out of the everyday operations of the Debtors do not distract the Debtors from their chief goal of successful emergence from chapter 11. These efforts included, among other things, extension of the Debtors' deadline to remove certain state court actions to this Court, resolution of litigation against the Debtors, and advising the Debtors on the implications of the chapter 11 proceedings on litigation pending in other, non-bankruptcy fora.

171. In connection with the foregoing services, Skadden professionals expended 47.7 hours during the Application Period for which Skadden seeks compensation of \$21,112. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-31. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Justin L. Heather	\$465	18.7	\$8,696
Ron E. Meisler	\$540	7.0	\$3,780
Haim Zaltzman	\$295	12.1	\$3,570
Matthew J. Micheli	\$440	7.9	\$3,476

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Kayalyn Marafioti	\$795	2.0	\$1,590
<b>Total</b>		<b>47.7</b>	<b>\$21,112</b>

FF. Employee Matters (Retirees/OPEB)

172. Skadden assisted the Debtors during the Application Period in connection with matters related to retiree benefits. Among other things, Skadden reviewed motions filed by salaried, non-hourly retirees seeking to vacate an order appointing the Unions as authorized representatives for union-represented retirees and requesting appointment of an official committee of retirees consisting of former salaried employees receiving retiree benefits independent of a collective bargaining agreement. Skadden drafted and filed objections to the motions, and ultimately, Skadden was successful in consensually resolving this matter and, accordingly, the movants voluntarily withdrew both motions.

173. In connection with the foregoing services, Skadden professionals expended 41.4 hours during the Application Period for which Skadden seeks compensation of \$21,019. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-32. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Brian M. Fern	\$485	38.4	\$18,624
John P. Furfano	\$770	1.7	\$1,309
John (Jack) Wm. Butler, Jr.	\$835	1.3	\$1,086
<b>Total</b>		<b>41.4</b>	<b>\$21,019</b>

GG. Reorganization Plan/Plan Sponsors

174. During the Application Period, the Debtors, with the assistance of Skadden, filed a motion to extend their exclusive periods for filing a plan of reorganization and soliciting

acceptances thereof. The Debtors received support for their motion from the Creditors' Committee, the administrative agent under the Debtors' prepetition credit facility, and the administrative agent to the Debtors' postpetition lending group. This Court subsequently granted the motion and extended the Debtors' exclusivity period to August 5, 2006 and the solicitation period to October 4, 2006.

175. In connection with the foregoing services, Skadden professionals expended 33.6 hours during the Application Period for which Skadden seeks compensation of \$14,195. Detailed time entries of each Skadden professional related to these services are attached hereto as Exhibit D-33. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
Allison Verderber Herriott	\$375	18.4	\$6,900
Kayalyn A. Marafioti	\$795	3.8	\$3,021
Haim Zaltzman	\$295	6.5	\$1,918
Dolores De Elizalde	\$440	2.9	\$1,276
Ron E. Meisler	\$540	2.0	\$1,080
<b>Total</b>		<b>33.6</b>	<b>\$14,195</b>

HH. Regulatory And SEC Matters

176. During the Application Period, Skadden prepared for and represented the Debtors in meetings with the Creditors' Committee to discuss matters relating to formal ongoing investigations by several governmental agencies and various securities actions.

177. In connection with the foregoing services, Skadden professionals expended 15.9 hours during the Application Period for which Skadden seeks compensation of \$12,425. Detailed time entries of each Skadden professional related to these services are attached hereto as

Exhibit D-34. A summary of the hours incurred and value of the services performed by each professional is provided in the following table:

<b>Name</b>	<b>Rate</b>	<b>Time</b>	<b>Value</b>
David E. Springer	\$755	9.4	\$7,097
John (Jack) Wm. Butler, Jr.	\$835	4.0	\$3,340
Kayalyn A. Marafioti	\$795	2.5	\$1,988
<b>Total</b>		<b>15.9</b>	<b>\$12,425</b>

Relief Requested

178. In accordance with the Interim Compensation Order, Skadden has submitted monthly fee statements for the period from October 8, 2005 through January 31, 2006, and now submits this Interim Application covering the Application Period. Based on the firm's customary billing practices, the Debtors ordinarily would be billed a total of \$9,942,264 for fees and \$694,237 for charges and disbursements. However, in keeping with Skadden's commitment to self-policing its fees, charges and disbursements, and based on various accommodations to the Debtors, Skadden voluntarily reduced, as part of its monthly fee statements, its fees by \$701,832, or approximately 7.1 percent, and its charges and disbursements by \$71,817, or approximately 10.3%. As a result, the actual amount billed to the Debtors was \$9,240,432 for fees and \$622,420 for charges and disbursements.

179. Moreover, as an additional accommodation, Skadden has voluntarily reduced the amount sought in this Interim Application by \$39,512 to reflect, among other accommodations, the elimination (i) of fees related to any timekeeper who billed fewer than ten total hours during the Application Period, (ii) of fees related to any timekeeper who billed less than \$1,000 during the Application Period, (iii) of fees related to any instance in which a timekeeper billed less than \$1,000 to a particular matter during the Application Period, and (iv) of any matter

to which fewer than ten hours were billed during the Application Period. As a result, the actual amount sought herein is \$9,200,920 for fees. This represents a total reduction with respect to fees, charges and disbursements of \$813,161, or approximately 7.6% from those amounts that would customarily be charged.

180. The Interim Compensation Order provides that when seeking interim compensation, professionals must submit monthly fee statements to the Debtors, counsel to the Debtors, the U.S. Trustee, the counsel for the Creditors' Committee, counsel for the agent under the Debtors' prepetition credit facility, counsel for the agent under the Debtors' postpetition credit facility, and members of the Fee Review Committee, when appointed. Each person receiving a statement has at least 15 days after its receipt to review it. If no objection to a monthly fee statement is made within 45 days after the end of the applicable billing period, the Debtors are authorized to pay 80% of the fees requested (with the remaining 20% of the fees requested referred to herein as the "Holdback") and 100% of the charges and disbursements requested. In accordance with the Interim Compensation Order, Skadden has submitted monthly fee statements for each of the months covered by the Application Period.

181. Excluding the January 2006 monthly fee statement – for which the objection deadline is still pending – no party has filed an objection to Skadden's monthly fee statements. Accordingly, with respect to the monthly fee statements covering the Application Period and upon payment of the January monthly statement, Skadden will have received \$7,392,345 on account of billed fees, \$622,420 on account of billed charges and disbursements, and will have accrued a Holdback in the amount of \$1,848,087. After application of an additional client accommodation of \$39,512 for, among other accommodations, the elimination (i) of fees related to any timekeeper who billed fewer than ten total hours during the Application Period, (ii)

of fees related to any timekeeper who billed less than \$1,000 during the Application Period, (iii) of fees related to any instance in which a timekeeper billed less than \$1,000 to a particular matter during the Application Period, and (iv) of any matter to which fewer than ten hours were billed during the Application Period, Skadden is requesting \$1,904,287, reducing the Holdback accrued through January 31, 2006 by 50%, leaving \$904,288 of the Holdback for this Application Period outstanding, for which Skadden will later seek payment. Skadden submits that payment of approximately half of the Holdback amount for this Application Period upon approval of this Interim Application is an appropriate balance between the interest of professionals in receiving prompt payment and the interest of the estates in ensuring reasonable professional compensation and reimbursement for actual or necessary expenses.

A. Allowance Of Professional Fees

182. During the Application Period, professionals at Skadden billed an aggregate of 19,008.2 hours reflected in this Interim Application working on matters concerning the Debtors' Reorganization Cases.<sup>22</sup> Of such time spent, 4,262.9 hours were spent by partners, 1,514.0 hours were spent by counsel, 10,379.6 hours were spent by associates, and 2,851.7 hours were spent by legal assistants. A summary showing the name and position of each such partner, counsel, associate and legal assistant, together with that person's date of admission to the bar (as applicable), net hours during the Application Period, and hourly billing rate, is provided in the Summary of Services found at the beginning of this Interim Application.<sup>23</sup>

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<sup>22</sup> Skadden maintains records of the time it expended in the rendition of all professional services, which time records are made concurrently with the rendition of professional services.

<sup>23</sup> In addition to the matter list, Exhibit C also sets forth the blended hourly rate and certain other business statistics associated with the Reorganization Cases.

B. Reimbursement of Charges and Disbursements

183. As disclosed in the Retention Application that this Court approved, it is Skadden's standard policy to charge its clients in all areas of practice for certain charges and disbursements incurred in connection with such clients' cases. The charges and disbursements charged to clients include, among others, charges for messenger services, photocopying, court fees, travel expenses, postage, long distance telephone, computerized legal research, investigative searches, and other charges customarily billed by law firms. Certain charges and disbursements are not separately charged for under the bundled rate structure as described in the Engagement Agreement.

184. Skadden has attempted to minimize the charges and disbursements associated with the Debtors' Reorganization Cases, particularly for items such as reproduction and delivery, which have been lowered as a result of the restricted service list and the ability to serve the 2002 List Parties electronically, which Skadden proposed and this Court approved. During the Application Period, Skadden disbursed the following sums for actual and necessary charges and disbursements in the rendition of professional services in the Reorganization Cases, and requests that it be reimbursed therefor:

Charges And Disbursements Incurred

Travel Expenses .....	\$281,230
Reproduction And Document Preparation.....	\$168,722
Computer Legal Research.....	\$120,500
Telecommunications .....	\$14,500
Court Reporting .....	\$14,390
Courier, Express Delivery, And Postage .....	\$11,602
Outside Research .....	\$8,952
Professional Fees .....	\$2,499
Filing/Court Fees .....	\$25
<b>TOTAL.....</b>	<b>\$622,420</b>

185. The above charges and disbursements are reasonable and are consistent with those incurred by other bankruptcy practitioners in other large, complex chapter 11 reorganization cases in this and other districts. Moreover, Skadden believes that the unique size and complexity of these cases, including the terms of this Court's case management order, as amended, which require, among other things, overnight delivery of most pleadings, warrant reimbursement of the foregoing charges and disbursements.

Reasonableness Of Fees, Charges, And Disbursements

186. Under section 330 of the Bankruptcy Code, a Bankruptcy Court may award to a professional employed by the estates "reasonable compensation for actual, necessary services" rendered by the professional, plus "reimbursement for actual, necessary expenses." See 11 U.S.C. § 330(a)(1). See generally In re Cenargo Int'l, 294 B.R. 571 (Bankr. S.D.N.Y. 2003); In re Childworld, Inc., 185 B.R. 14 (Bankr. S.D.N.Y. 1995).

187. In determining the amount of "reasonable compensation," the Court must consider the nature, the extent, and the value of the services, taking into account all the relevant factors, including the time spent on such services, the rates charged for such services, whether the services were necessary and beneficial, whether the services were performed in a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed, and whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code. See 11 U.S.C. § 330(a)(3).

188. In assessing attorneys' fees, courts use several different approaches. The Second Circuit and bankruptcy courts in this district frequently utilize the "lodestar" method, which is a determination as to the number of hours of service reasonably devoted to the case

multiplied by the attorney's reasonable rates. See Savoie v. Merchants Bank, 166 F.3d 456, 460 (2d Cir. 1999) (applying the lodestar approach to a non-bankruptcy case); In re Masterwear Corp., 233 B.R. 266, 277 (Bankr. S.D.N.Y. 1999). When applying the lodestar approach, courts in this district incorporate the familiar factors set forth in Johnson v. Georgia Highway Express, 488 F.2d 714 (5th Cir. 1974).<sup>24</sup> See, e.g., Betancourt v. Giuliani, 325 F. Supp. 2d 330, 332 (S.D.N.Y. 2004) ("In adjusting the lodestar, courts generally consider the . . . factors set forth in Johnson v. Georgia Highway Express, Inc."); In re Sucre, 226 B.R. 340, 351-52 (Bankr. S.D.N.Y. 1998) ("To determine the 'lodestar fee' the Court must make an initial objective determination as to the number of hours reasonably expended and the reasonable hourly rate . . . . After multiplying the two, the Court may adjust the product by a consideration of [the Johnson] factors.")

189. In awarding attorneys' fees, courts will also consider whether the services rendered were reasonably likely to benefit the debtor's estate. See, e.g., In re Ames Dep't Stores, Inc., 76 F.3d 66, 71 (2d Cir. 1996), rev'd on other grounds, Lamie v. United States Trustee, 540 U.S. 526 (2004); In re Granite Partners, L.P., 213 B.R. 440, 447 (Bankr. S.D.N.Y. 1997); In re Drexel Lambert Group, Inc., 133 B.R. 13, 22 (Bankr. S.D.N.Y. 1991). Thus, the Court should focus on what a reasonable lawyer would have done at the time and not invoke a hindsight analysis.

[I]t is important for a court to maintain a sense of overall proportion and not become enmeshed in meticulous analysis of every detailed facet of the professional representation. It is easy to speculate that the work could have been done in less time or with fewer attorneys or with an associate rather than a partner. On the other hand, it is also possible that [the debtor] would not have enjoyed the success it did had its counsel managed matters differently.

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<sup>24</sup> The twelve Johnson factors are (1) the time and labor required, (2) the novelty and difficulty of the questions, (3) the skill requisite to perform the legal service properly, (4) the preclusion of other employment by the attorney due to acceptance of the case, (5) the customary fee, (6) whether the fee is fixed or contingent, (7) the time limitations imposed by the client or the circumstances, (8) the amount involved and the results obtained, (9) the experience, reputation and ability of the attorneys, (10) the "undesirability" of the case, (11) the nature and length of the professional relationship with the client, and (12) awards in similar cases. Johnson, 488 F.2d at 717-19.

In re Boston & Maine Corp., 776 F.2d 2, 10 (1st Cir. 1985) (citations omitted).

190. In accordance with the factors enumerated in 11 U.S.C. § 330 and applicable case law, the amount requested herein by Skadden is fair and reasonable, given: (a) the nature of the Reorganization Cases, (b) the novelty and complexity of the Reorganization Cases, (c) the time and labor required to represent the Debtors effectively, (d) the time limitations imposed by the Reorganization Cases, (e) the nature and extent of the services rendered, (f) Skadden's experience, reputation and ability, (g) the value of Skadden's services, and (h) the cost of comparable services other than in a case under the Bankruptcy Code.

C. Nature, Complexity, And Duration Of Cases

191. As should be evident from the summary of Skadden's services as described above in this Interim Application, the Debtors' chapter 11 reorganization presents a particularly unique set of circumstances, and unquestionably is a large and complex case. The nature and complexity of the Reorganization Cases has required Skadden to develop case management and staffing solutions at every stage of the proceedings. These tasks have been particularly daunting in light of the Debtors' widespread operations and the relative sophistication of other parties-in-interest in these Reorganization Cases. Skadden nonetheless has assisted the Debtors by employing a streamlined case management structure that generally consists of relatively small, core teams, and has assigned various attorneys to other discrete tasks to avoid the performance of duplicative or unnecessary work.

192. Given the size of these Reorganization Cases and the number of matters that continually need to be addressed, there have been occasions when a number of Skadden attorneys must be present and participate in the discussions and negotiations. This is particularly true of meetings with the Creditors' Committee and also with respect to the monthly omnibus hearings.

Skadden believes that, as evident by the summaries contained in this Interim Application and the time entries attached hereto, it has articulated specific reasons for attendance by multiple attorneys on such occasions.

D. Experience Of Skadden

193. The experience of Skadden's attorneys also has benefited the estates.

Skadden is among the largest firms and has one of the largest restructuring groups in the world. As more fully set forth in the Retention Application, Skadden's restructuring attorneys and attorneys from other practice areas have extensive knowledge and experience in dealing with the multitude and fast-paced issues that arise in similar chapter 11 cases. Accordingly, Skadden's depth of experience in chapter 11 matters has ensured that a number of pressing matters could be addressed promptly. In addition, Skadden's commitment to monitoring the administrative expenses of the estates, including its own legal fees, has been a constant element of its representation of the Debtors. Indeed, this emphasis has been manifested in Skadden careful review of its fees, charges and disbursements and a voluntary client accommodation of \$813,161, including a voluntary aggregate accommodation of \$773,649 on Skadden's monthly fee statements and an additional \$39,512 voluntary reduction on this Interim Application.

E. Comparable Services

194. An award of compensation also must be based on the cost of comparable services other than in a bankruptcy case. Skadden's rates are consistent with rates charged to other clients in non-bankruptcy matters. Moreover, its rate structure was disclosed clearly in its Retention Application, which this Court approved and as to which none of the major constituents objected. The amounts sought by Skadden are consistent with the fees, charges and disbursements incurred by other chapter 11 debtors in cases of similar size, complexity and duration.

Accordingly, the cost of comparable services supports the Interim Application, and the services performed during the Application Period more than warrant the allowance of compensation, particularly in view of the results achieved.

F. Compliance With Guidelines

195. Skadden believes that this Interim Application, together with the attachments hereto, substantially complies in all material respects with the Guidelines. To the extent this Application does not comply in every respect with the requirements of such guidelines, Skadden respectfully requests a waiver for any such technical non-compliance.

Notice

196. In compliance with the Interim Compensation Order, notice of the filing of this Interim Application will be provided to all parties who have filed a notice of appearance with the Clerk of this Court and requested notice of pleadings in these chapter 11 cases. In addition, the Interim Application in its entirety will be served on the following parties: (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098, Att'n: David Sherbin, Esq., (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004, Att'n: Alicia M. Leonhard, Esq., (iii) counsel for the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4802, Att'n: Robert J. Rosenberg, Esq., (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Att'n: Marissa Wesley, Esq., (v) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017, Att'n: Donald Bernstein, Esq. and Brian Resnick, Esq., and (vi) the members of the Fee Review Committee. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

197. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, Skadden respectfully requests that the Court (a) enter an order allowing interim compensation of \$9,200,920 to Skadden for professional services rendered as attorneys for the Debtors during the Application Period, plus reimbursement of actual and necessary charges and disbursements incurred in the sum of \$622,420, (b) authorize and direct the Debtors to pay to Skadden the amount of \$904,287 to reduce the Holdback accrued through January 31, 2006 with the remaining Holdback amount of \$904,288 to be held by the Debtors until further order of this Court, and (c) grant it such other and further relief as is just and equitable under the circumstances.

Dated: New York, New York  
May 31, 2006

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
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- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

EXHIBIT A

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	:
DELPHI CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
----- X	

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS  
FOR PROFESSIONALS IN RESPECT OF FIRST APPLICATION OF SKADDEN, ARPS,  
SLATE, MEAGHER & FLOM LLP AND AFFILIATES FOR INTERIM  
COMPENSATION AND REIMBURSEMENT OF EXPENSES

I, John Wm. Butler, Jr., hereby certify that:

1. I am an attorney at law admitted to practice pro hac vice before this Court and a member of the law firm of Skadden, Arps, Slate, Meagher & Flom LLP and affiliates (collectively, "Skadden"), counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession (collectively, the "Debtors") in the above-captioned cases. I am the professional designated by Skadden in respect of compliance with the Amended Guidelines for Fees and Disbursements of Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines"), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, (Appendix A to 28 C.F.R. § 58) dated May 17, 1996 (the "UST Guidelines" and, together with the Local Guidelines, the "Guidelines").

2. I make this certification in support of the application of Skadden, dated May 31, 2006 (the "Application"), for interim compensation and reimbursement of expenses for the period beginning October 8, 2005 and ending January 31, 2006 (the "Application Period"), in accordance with the Local Guidelines.

3. In respect of section B.1 of the Local Guidelines, I certify that:

(a) I have read the Application.

(b) To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines.

(c) Except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates in accordance with practices customarily employed by Skadden and generally accepted by Skadden's clients and disclosed and approved in the order approving the retention of Skadden as the Debtors' restructuring and bankruptcy counsel, including the bundled rate structure.

(d) In providing a reimbursable service, Skadden does not make a profit on that service, whether the service is performed by Skadden in-house or through a third party.

4. In respect of section B.2 of the Local Guidelines, I certify that Skadden has provided monthly statements of Skadden's fees and disbursements by serving monthly statements in compliance with this Court's Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, filed on November 4, 2005, as supplemented (the "Interim Compensation Order").

5. In respect of section B.3 of the Local Guidelines, pursuant to the Interim Compensation Order, I certify that notice of the filing of this Application has been provided to all parties who have filed a notice of appearance with the Clerk of this Court and requested notice of pleadings in these chapter 11 cases. In addition, in accordance with the Interim Compensation Order, the Application in its entirety has been served on the following parties: (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098, Att'n: David Sherbin, Esq., (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004, Att'n: Alicia M. Leonhard, Esq., (iii) counsel for the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4802, Att'n: Robert J. Rosenberg, Esq., (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Att'n: Marissa Wesley, Esq., (v) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017, Att'n: Donald Bernstein, Esq. and Brian Resnick, Esq., and (vi) the members of the Delphi fee review

committee. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Dated: New York, New York  
May 31, 2006

/s/ John Wm. Butler, Jr.

John Wm. Butler, Jr

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- and -

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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-____ ( )
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(a) AND 329  
AND FED. R. BANKR. P. 2014 AND 2016 (I) AUTHORIZING EMPLOYMENT  
AND RETENTION OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
AND AFFILIATES AS ATTORNEYS FOR DEBTORS-  
IN-POSSESSION AND (II) SCHEDULING A FINAL HEARING THEREON

("SKADDEN RETENTION APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"),<sup>1</sup> debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby apply (the "Application") to this Court for interim and final orders under 11 U.S.C. §§ 327(a) and 329 and Fed. R. Bankr. P. 2014 and 2016 (a) authorizing the employment and retention of Skadden, Arps, Slate, Meagher & Flom LLP and affiliates (collectively, "Skadden" or the "Firm") as counsel for the Debtors as of the Petition Date (as hereinafter defined) and (b) scheduling a final hearing thereon. In support of this Application, the Debtors submit the Declaration of John Wm. Butler, Jr. (the "Butler Declaration") and the Affidavit of Robert S. Miller, Jr. in Support of Chapter 11 Petitions and First Day Orders, sworn to October 8, 2005. In further support of this Application, the Debtors respectfully represent as follows:

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<sup>1</sup> In addition to Delphi, the following entities are debtors in these related cases: ASEC Manufacturing General Partnership, ASEC Sales General Partnership, Aspire, Inc., Delco Electronics Overseas Corporation, Delphi Automotive Systems (Holding), Inc., Delphi Automotive Systems Global (Holding), Inc., Delphi Automotive Systems Human Resources LLC, Delphi Automotive Systems International, Inc., Delphi Automotive Systems Korea, Inc., Delphi Automotive Systems LLC, Delphi Automotive Systems Overseas Corporation, Delphi Automotive Systems Risk Management Corp., Delphi Automotive Systems Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi Automotive Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems, Delphi Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales Corporation, Delphi Integrated Service Solutions, Inc., Delphi International Holdings Corp., Delphi International Services, Inc., Delphi Liquidation Holding Company, Delphi LLC, Delphi Mechatronic Systems, Inc., Delphi Medical Systems Colorado Corporation, Delphi Medical Systems Corporation, Delphi Medical Systems Texas Corporation, Delphi NY Holdings Corporation, Delphi Services Holding Corporation, Delphi Technologies, Inc., DREAL, Inc., Environmental Catalysts, LLC, Exhaust Systems Corporation, Packard Hughes Interconnect Company, Specialty Electronics, Inc., and Specialty Electronics International Ltd.

### Background

#### A. The Chapter 11 Filings

1. On October 8, 2005 (the "Petition Date"), each of the Debtors filed a voluntary petition in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors have moved this Court for an order for joint administration of these chapter 11 cases.

2. No trustee, examiner, or creditors' committee has been appointed in the Debtors' cases.

3. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

4. The statutory predicate for the relief requested herein are sections 327(a) and 329 of the Bankruptcy Code and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure.

#### B. Current Business Operations Of The Debtors

5. With more than 180,000 employees worldwide, global 2004 revenues of approximately \$28.6 billion and global assets as of August 31, 2005 of approximately \$17.1 billion,<sup>2</sup> Delphi ranks as the fifth largest public company business reorganization in terms of

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<sup>2</sup> The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

revenues, and the thirteenth largest public company business reorganization in terms of assets.

Delphi's non-U.S. subsidiaries are not chapter 11 debtors, will continue their business operations without supervision from the Bankruptcy Court, and will not be subject to the chapter 11 requirements of the U.S. Bankruptcy Code.

6. Over the past century, the operations which are now owned by Delphi have become a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines. Today, the Company is arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer with 2004 sales to its former parent, General Motors Corporation, equaling approximately \$15.4 billion and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. In the U.S., the Debtors employ approximately 50,600 people. Those employees work in approximately 44 manufacturing sites and 13 technical centers across the country, and in Delphi's worldwide headquarters and customer center located in Troy, Michigan. Approximately 34,750 of these individuals are hourly employees, 96% of whom are represented by approximately 49 different international and local unions. Outside the United States, the Company's foreign entities employ more than

134,000 people, supporting 120 manufacturing sites and 20 technical centers across nearly 40 countries worldwide.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain benefit guarantees between GM and certain of Delphi's unions

representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.

C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated more than \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition has deteriorated further in the first six months of 2005. The Company experienced net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, which is approximately \$1 billion less in sales than during the same time period in calendar year 2004.<sup>3</sup>

11. The Debtors believe that three significant issues have largely contributed to the deterioration of the Company's financial performance: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced

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<sup>3</sup> Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues and forward looking revenue requirements. Having concluded that pre-filing discussions with its Unions and GM were not leading to the implementation of a plan sufficient to address the Debtors' issues on a timely basis, the Company determined to commence these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness envisioned in the Company's transformation plan. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down through the chapter 11 process.

14. Upon the conclusion of this process, the Debtors expect to emerge from chapter 11 as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal

all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Application, the Debtors seek to employ and retain the firm of Skadden, as of the Petition Date, to represent the Debtors as their principal restructuring and bankruptcy counsel in connection with the filing of their chapter 11 petitions and prosecution of their chapter 11 cases. Accordingly, the Debtors respectfully request entry of interim and final orders under sections 327(a) and 329 of the Bankruptcy Code and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") (a) authorizing each of them to employ and retain Skadden as their attorneys under a general retainer to perform the legal services that will be necessary during their chapter 11 cases and (b) scheduling a hearing to determine whether the relief should be granted on a final basis.

16. Since July 12, 2005, Skadden has performed extensive legal work for the Debtors in connection with their ongoing restructuring efforts designed to complete their transformation plan and to preserve the value of the company.

17. Prior to commencement of these chapter 11 cases, the Debtors sought the services of Skadden with respect to, among other things, advice regarding restructuring matters in general and, if required, preparation for the potential commencement and prosecution of chapter 11 cases for the Debtors pursuant to an engagement agreement with Skadden dated as of July 12, 2005 (the "Engagement Agreement").

Basis For Relief

18. The Debtors believe that continued representation by their prepetition restructuring counsel, Skadden, is critical to the Debtors' efforts to restructure their businesses because Skadden has become familiar with the Debtors' business and financial and legal affairs and, accordingly, is well-suited to guide the Debtors through the chapter 11 process.

19. Since the commencement of this engagement, Skadden has assisted the Debtors and their affiliates in connection with, among other things, acting as special corporate counsel to the Debtors and providing advice regarding, without limitation, their efforts to effectuate a consensual resolution with General Motors Corporation and the Debtors' major unions, attending board of directors meetings (and various committees thereof) and internal company meetings from time to time, and the preparations for the filing of these cases.

20. The Debtors have selected Skadden as their attorneys because of its experience and knowledge in the field of debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code. Indeed, Skadden believes it has assembled a highly qualified team of attorneys to service the Debtors during their reorganization efforts. John Wm. Butler, Jr., co-leader of Skadden worldwide corporate restructuring practice will coordinate the overall representation of the Debtors along with Peter Allan Atkins. Mr. Butler has served as counsel in transactional work with debtors, sellers, purchasers and creditors of financially troubled companies, in nonjudicial restructurings, and in chapter 11 reorganization cases in several hundred transactions across North America and in international transactions located in Asia, Australia, Europe, South America and the Middle East. Mr. Butler has also represented creditors' and equity

committees, secured lenders and chapter 7 trustees in numerous cases in this and other jurisdictions. Attached hereto as Exhibit A is the professional biography of Mr. Butler detailing his specific experience. In addition, other members of Skadden who have been actively involved in representing the Debtors prior to the commencement of these cases will continue to perform services for the Debtors postpetition.

21. Each of the Debtors desire to employ Skadden under a general retainer because of the extensive legal services that will be required in connection with their respective chapter 11 cases and the firm's familiarity with the business, financial and legal affairs of the Debtors and their affiliates.

Services To Be Rendered

22. The services of attorneys are necessary to enable the Debtors to execute faithfully their duties as debtors-in-possession. Subject to further order of this Court, the firm of Skadden will be required to render, among others, the following services to the Debtors as requested by the Debtors:

- (a) advise the Debtors with respect to their powers and duties as debtors and debtors-in-possession in the continued management and operation of their business and properties;
- (b) attend meetings and negotiate with representatives of creditors and other parties in interest;
- (c) advise and consult on the conduct of the case, including all of the legal and administrative requirements of operating in chapter 11;
- (d) advise the Debtors in connection with any contemplated sales of assets or business combinations, including the negotiation of asset, stock purchase, merger or joint venture agreements, formulate and implement bidding procedures, evaluate competing offers, draft appropriate corporate

documents with respect to the proposed sales, and counsel the Debtors in connection with the closing of such sales;

- (e) advise the Debtors on matters relating to the evaluation of the assumption, rejection or assignment of unexpired leases and executory contracts;
- (f) provide advice to the Debtors with respect to legal issues arising in or relating to the Debtors' ordinary course of business including attendance at senior management meetings, meetings with the Debtors' financial advisors and meetings of the board of directors, and advice on employee, workers' compensation, employee benefits, executive compensation, tax, environmental, banking, insurance, securities, corporate, business operation, contracts, joint ventures, real property, press/public affairs and regulatory matters and advise the Debtors with respect to continuing disclosure and reporting obligations, if any, under securities laws;
- (g) take all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on their behalf, the defense of any actions commenced against those estates, negotiations concerning all litigation in which the Debtors may be involved and objections to claims filed against the estates;
- (h) negotiate and prepare on the Debtors' behalf plan(s) of reorganization, disclosure statement(s) and all related agreements and/or documents and take any necessary action on behalf of the Debtors to obtain confirmation of such plan(s);
- (i) prepare on the Debtors' behalf all petitions, motions, applications, answers, orders, reports, and papers necessary to the administration of the estates;
- (j) attend meetings with third parties and participate in negotiations with respect to the above matters;
- (k) appear before this Court, any appellate courts, and the U.S. Trustee, and protect the interests of the Debtors' estates before such courts and the U.S. Trustee; and
- (l) perform all other necessary legal services and provide all other necessary legal advice to the Debtors in connection with these chapter 11 cases and bring the Debtors' chapter 11 cases to a conclusion.

23. Skadden has indicated a willingness to act on behalf of, and render such services to, the Debtors.<sup>4</sup>

Disinterestedness Of Professionals

24. Except as set forth in the Butler Declaration, to the best of the Debtors' knowledge, the members, counsel and associates of the firm of Skadden (a) do not have any connection with any of the Debtors, their affiliates, their creditors, the U.S. Trustee, any person employed in the office of the U.S. Trustee, or any other party-in-interest, or their respective attorneys and accountants, (b) are "disinterested persons," as that term is defined in section 101(14) of the Bankruptcy Code, and (c) do not hold or represent any interest adverse to the Debtors' estates.

25. More specifically, as set forth in the Butler Declaration:

- (a) Neither Skadden nor any attorney at the Firm holds or represents an interest adverse to the estates.
- (b) Except as set forth herein and in the Butler Declaration, neither Skadden nor any attorney at the Firm is or was a creditor, an equity holder, or an insider of the Debtors, except that Skadden previously rendered legal services to the Debtors for which it was compensated. Certain Skadden attorneys may own Delphi common stock, either directly or indirectly. Also, partners of the Firm may hold Delphi common stock in managed accounts over which they have no control over investment decisions pertaining to holdings in such accounts. Pursuant to the internal policy of Skadden, the Debtors have been placed on the firm's "restricted list" and no sale or purchase of securities or claims relating to the Debtors will be

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<sup>4</sup> Concurrently herein, the Debtors have filed an application under 11 U.S.C. § 327(a) to retain Togut Segal & Segal as conflicts counsel and an application under 11 U.S.C. § 327(e) to retain Shearman & Sterling LLP as their special counsel. The Debtors will take the appropriate steps to ensure that there is no unnecessary and wasteful duplication of efforts by and between Togut Segal & Segal, Shearman & Sterling LLP and Skadden.

authorized or permitted during the pendency of our retention as the Debtors' counsel in the chapter 11 cases.

- (c) Neither Skadden nor any attorney at the Firm is or was an investment banker for any outstanding security of the Debtors.
- (d) Neither Skadden nor any attorney at the Firm is or was, within three years before the filing of the Debtors' chapter 11 cases, an investment banker for any security of the Debtors, or an attorney for an investment banker in connection with the offer, sale or issuance of any security of the Debtors.
- (e) Neither Skadden nor any attorney at the Firm is or was, within two years before the Petition Date, a director, officer or employee of the Debtors or of an investment banker of the Debtors.
- (f) Skadden does not have an interest materially adverse to the interests of the estates or of any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or interest in the Debtors or an investment banker specified in the foregoing paragraphs, or for any other reason.

26. In view of the foregoing, the Debtors believe that Skadden is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, except as set forth in the Butler Declaration.

27. In addition, the Debtors are informed by Skadden that no other attorney at Skadden is related to any United States Bankruptcy Judge for the Southern District of New York or to the United States Trustee for such district or to any employee in the office thereof, except that Adlai S. Hardin III, a Corporate Restructuring associate employed by Skadden in its New York office, is the son of Judge Adlai Hardin.

#### Professional Compensation

28. The Engagement Agreement provided for the implementation of a retainer program pursuant to which the Debtors paid an initial retainer of \$500,000 for

professional services rendered and to be rendered and charges and disbursements incurred to Skadden on behalf of the Debtors in connection with those services described in the Engagement Agreement (the "Initial Retainer"). Thereafter, Skadden periodically invoiced the Debtors and drew down the Initial Retainer in payment of such invoices and was paid certain supplemental amounts in order to replenish the Initial Retainer (collectively, the "Supplemental Retainer") in the following amounts and on the following dates: \$1,600,000 on August 19, 2005, \$2,000,000 on September 8, 2005, and \$1,750,000 on September 27, 2005.

29. Pursuant to the Engagement Agreement, Skadden received a filing retainer of \$4,000,000 to be utilized in accordance with the Engagement Agreement to cover a portion of the projected fees, charges and disbursements to be incurred during the reorganization cases (the "Filing Retainer," and, together with the Initial Retainer and the Supplemental Retainer, the "Retainer").

30. Pursuant to the Engagement Agreement, Skadden will apply the Retainer to pay any fees, charges and disbursements which remain unpaid as of the Petition Date and will retain the remainder of the Retainer to be applied to any fees, charges and disbursements which remain unpaid at the end of the reorganization cases. As of October 7, 2005 (the last date on which the firm's books and records were reviewed in connection with the preparation of this application), after application of all prepetition fees, charges and disbursements incurred and posted as of that date (including estimated fees, charges and disbursements billed as of October 8, 2005 prior to the commencement of these cases), the amount of the Retainer was \$4,033,019.

31. According to Skadden's books and records, for the period July 12, 2005, through October 8, 2005, the total amount of services billed to the Debtors in connection with contingency planning was \$2,845,087 with an additional \$227,668 for charges and disbursements. During the same period, the total aggregate amount of all services billed was \$5,500,654 plus charges and disbursements in the amount of \$315,327. Skadden's books and records further reflect that for the period July 12, 2005 through October 8, 2005, Skadden received an aggregate of \$9,850,000 from the Debtors, including payments received for services rendered prior to the filing on October 8, 2005, and is inclusive of the Retainer balance of \$4,033,019. The aggregate amount applied to fees, charges and disbursements for the same period was \$5,816,981, exclusive of the Retainer balance of \$4,033,019. Any portion of the prepetition amounts received by Skadden that has not yet been applied to prepetition fees and expenses will be applied when such amounts are identified. Should any balance remain after such application, the remainder will be held as a retainer for and applied against postpetition fees and expenses that are allowed by the Court.

32. Pursuant to the Engagement Agreement, Skadden provides the Debtors with periodic (no less frequently than monthly) statements for services rendered and charges and disbursements incurred. During the course of the reorganization cases, the issuance of periodic statements shall constitute a request for an interim payment against the reasonable fees to be determined at the conclusion of the representation. For professional services, Skadden's fees are based in part on its guideline hourly rates which are periodically adjusted. Skadden will be providing professional services to the Debtors under its standard bundled rate schedule and, therefore, Skadden will not be seeking to be separately compensated for certain

staff, clerical and resource charges. As of September 1, 2005, the hourly rates under the bundled rate structure range from \$585 to \$835 for partners and of counsel, \$560 to \$640 for counsel and special counsel, \$295 to \$540 for associates, and \$90 to \$230 for legal assistants and support staff. The hourly rates set forth above are subject to periodic increases in the normal course of the firm's business, often due to the increased experience of a particular professional.

33. Skadden intends to apply to the Court for allowance of compensation for professional services rendered and reimbursement of charges and disbursements incurred in these chapter 11 cases in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules for the Southern District of New York (the "Local Rules") and the United States Trustee Guidelines. Skadden will seek compensation for the services of each attorney and paraprofessional acting on behalf of the Debtors in these cases at the then-current bundled rate charged for such services on a non-bankruptcy matter.

34. The hourly rates set forth above are the Firm's standard bundled hourly rates for work of this nature. These rates are set at a level designed to compensate Skadden fairly for the work of its attorneys and legal assistants and to cover fixed and routine overhead expenses including those items billed separately to other clients under the Firm's standard unbundled rate structure. Consistent with the Firm's policy with respect to other clients, Skadden will continue to charge the Debtors for all other services provided and for other charges and disbursements incurred in the rendition of services. These charges and disbursements include, among other things, costs for telephone charges, photocopying (at a reduced rate of \$0.10 per page for black and white copies and higher commensurate charges

for color copies), travel, business meals, computerized research, messengers, couriers, postage, witness fees and other fees related to trials and hearings. Charges and disbursements are invoiced pursuant to Skadden's Policy Statement Concerning Charges and Disbursements. (The "Policy Statement Concerning Charges and Disbursements" is attached as Exhibit B to the Engagement Agreement.) Certain charges and disbursements are not separately charged for under the bundled rate structure as described in the Engagement Agreement.

35. Skadden has agreed to accept as compensation such sums as may be allowed by this Court on the basis of the professional time spent, the rates charged for such services, the necessity of such services to the administration of the estate, the reasonableness of the time within which the services were performed in relation to the results achieved, and the complexity, importance, and nature of the problems, issues or tasks addressed in these cases.

36. Other than as set forth above and in the Butler Declaration, no arrangement is proposed between the Debtors and Skadden for compensation to be paid in these cases, and no agreement or understanding exists between Skadden and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with the case.

#### Notice

37. Notice of this Application has been provided by facsimile, electronic transmission, overnight delivery or hand delivery to (i) the office of the United States Trustee, (ii) the Debtors' fifty (50) largest unsecured creditors, (iii) counsel for the agent to the Debtors' pre-petition credit facility, and (iv) counsel for the agent to the Debtors' proposed

post-petition credit facility. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

38. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter interim and final orders (i) authorizing the Debtors' retention of Skadden upon the terms outlined in this Application, (ii) scheduling a final hearing thereon, and (iii) granting such other and further relief as is just and proper.

Dated: New York, New York  
October 8, 2005

Delphi Corporation, et al.,  
Debtors and Debtors-In-Possession

By: s/ John D. Sheehan  
Title: John D. Sheehan  
Name: Vice President and Chief  
Restructuring Officer

**Exhibit A**  
**Professional Biography of John Wm. Butler, Jr.**



## John Wm. Butler Jr.

### *Partner*

*Skadden, Arps, Slate, Meagher & Flom LLP*  
*Corporate Restructuring*

Jack Butler is co-leader of Skadden's worldwide corporate restructuring practice, which serves corporations and their principal creditors and investors by providing value-added legal solutions in troubled company M&A, financing and restructuring situations. He has acted as lead counsel for sellers, purchasers and creditors in hundreds of transactions across the Americas as well as cross-border transactions in Asia, Australia, Europe and the Middle East. Mr. Butler also advises officers and directors of public companies involved in debt restructuring on matters related to corporate governance and fiduciary duty.

Mr. Butler's representative company matters include the restructuring of Delphi Corporation, Friedman's Inc., Haynes International, Inc., Kmart Corporation, Per-Se Technologies, Inc. (formerly Medaphis Corporation), Rite Aid Corporation, Singer N.V., Venator Group, Inc., Wickes Furniture Co., Inc. and Xerox Corporation, and special counsel representations of 360/networks, inc., Enron Corporation and The Warnaco Group, Inc. He also represented US Airways Group, Inc. in its 2002 restructuring, which provided the company with \$1.24 billion in liquidity. Mr. Butler has substantial experience in representing companies in transactions that provided for the disposition of their assets and operating businesses to third parties as part of Chapter 11 cases, including: Air Transport International LLC, Comdisco, Inc., Eagle Food Centers, Inc., FPA Medical Management, Inc., Peter J. Schmitt Co., Inc., Service Merchandise Company, Inc. and USN Communications, Inc.

Mr. Butler's cross-border experience includes representing numerous companies such as AM International, Inc., Comdisco, Singer, Warnaco and Xerox with the restructuring of their subsidiaries located outside the United States, international financing transactions, and divestiture of various business lines and entities. He has also advised on cross-border matters on behalf of Faurecia N.A., a French automotive equipment supplier, in connection with distressed acquisitions and other matters; and Lightel, S.A. and Tess, S.A., Brazilian telecommunications companies, in connection with the financing and structuring of various privatization transactions in Brazil.

Representative creditor matters include advice to Bankers Trust Company, as agent for the senior lenders in the reorganization cases of Bradlees, Inc. and The Grand Union Company; Credit Suisse First Boston, in connection with the restructuring and sale of Long John Silver's restaurants; and Verizon Capital Corporation and its special purpose affiliates in the reorganization cases of PG&E National Energy Group, Inc. and USGen New England, Inc.

# Biography

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### ***Education***

J.D., University of Michigan Law School, 1980

A.B., Princeton University, 1977  
(*magna cum laude*)

### ***Admissions***

Illinois  
Michigan  
U.S. Supreme Court

### ***Associations/Affiliations***

Chairman (1996-1997) and Director (1991-1999, 2001-2004), Turnaround Management Association

Fellow, American College of Bankruptcy (Elected 1997)

Fellow, International Insolvency Institute (Elected 2002)

Director, American Bankruptcy Institute (1992-1998)

Chairman (1997) and Director (1993-2003), American Board of Certification

Chairman (1997), Governing Board, Commercial Finance Association Education Foundation

# Biography

## John Wm. Butler Jr.

Mr. Butler was the recipient of the first-ever Chairman's Award from the Turnaround Management Association in 2001 for his contributions to and standing in the corporate renewal industry. He has been listed in all editions of the *K&A Restructuring Register*, the peer group listing of the top restructuring attorneys and financial advisors in the United States; has been named by *Turnarounds & Workouts* to its list of the top dozen restructuring lawyers in America for the last seven consecutive years; is listed as a leader in the corporate restructuring and insolvency field in *Chambers USA: America's Leading Lawyers for Business 2005* and in the 10th edition (2005) of *Global Counsel (PLC Which Lawyer?)*; and was named as one of the top 25 most highly regarded global restructuring lawyers in the 2005 edition of *The International Who's Who of Business Lawyers* and as one of the top 10 worldwide restructuring lawyers in 2002 by *Global Counsel* magazine.

In addition, Mr. Butler was profiled as one of the "Dealmakers of the Year" by *The American Lawyer* in its 2004 Corporate Scorecard issue (April 2004); was named to the BTI Consulting Group's Client Service All-Star Team for 2004 based on interviews with more than 200 corporate counsel at *Fortune* 1000 companies; and was selected as one of the top 100 lawyers in Illinois in 2005 by *Law & Politics* and *Chicago* magazine.

Associate General Counsel, Commercial Finance Association (1998-2002)

Group of Thirty Six INSOL International (1995-present)

Co-Chair, 2005 INSOL World Congress

Chairman (1998 and 2003), Turnaround Management Association Tenth and Fifteenth Anniversary Conventions

Co-Chair, *The American Lawyer* and Zeughauser Group Best in the Business: Annual Practice Leaders Conference (2004-present)

Co-Chair, Renaissance American/BeardGroup Corporate Reorganizations Conference (1999-present) and Healthcare Transactions Conference (2000-present)

Executive Advisory Council, Children Affected by AIDS Foundation (2003-present)

Board of Governors, Hugh O'Brian Youth Leadership (1998-present)

Day School Advisory Board, St. Chrysostom's Day School (2005-present)

Second Century Campaign Steering Committee, Francis W. Parker School (2005-present)

John Maclean Society, Princeton University (1985-present)

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
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(312) 407-0700  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler

- and -

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Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-____ (____)
	:	
Debtors.	:	(Jointly Administered)
	:	
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DECLARATION OF JOHN WM. BUTLER, JR. IN SUPPORT OF APPLICATION  
FOR ORDER UNDER 11 U.S.C. §§ 327(a) AND 329 AND FED.R. BANKR. P. 2014  
AND 2016 AUTHORIZING EMPLOYMENT AND RETENTION OF SKADDEN,  
ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES  
AS ATTORNEYS FOR DEBTORS-IN-POSSESSION

I, JOHN WM. BUTLER, JR., declare that:

STATE OF NEW YORK                    )  
  ) ss:  
COUNTY OF NEW YORK                )

1. I am a member of the firm of Skadden, Arps, Slate, Meagher & Flom LLP, which maintains an office for the practice of law at 333 West Wacker Drive, Chicago, Illinois 60606-1225. I am a member in good standing of the bars of, and am admitted to practice in, the States of Illinois and Michigan, the United States District Courts for the Northern District of Illinois and the Eastern and Western Districts of Michigan, the United States Court of Appeals for the Sixth and Seventh Circuits, and the United States Supreme Court. I submit this declaration pursuant to 11 U.S.C. §§ 327 and 329 and Fed. R. Bank. P. 2014 and 2016 in support of the Application for Order Pursuant to 11 U.S.C. §§ 327(a) and 329 Authorizing the Employment and Retention of Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates as Attorneys for the Debtors-in-Possession (the "Application"), filed contemporaneously herewith by the Debtors. Except as otherwise indicated, I have personal knowledge of the matters set forth herein and if called as a witness, would testify competently thereto.<sup>1</sup>

QUALIFICATION OF PROFESSIONALS

2. As of July 12, 2005, Skadden, Arps, Slate, Meagher & Flom LLP and its affiliates (collectively, "Skadden" or the "Firm") began representing Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate

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<sup>1</sup> Certain of the disclosures herein relate to matters within the knowledge of other attorneys at Skadden (as defined below) and are based on information provided by them.

Debtors,"<sup>2</sup> , debtors and debtors in possession in the above-captioned cases, (collectively, the "Debtors") in their present efforts to restructure their businesses pursuant to an engagement agreement with Skadden dated as of July 12, 2005 (the "Engagement Agreement"), a copy of which is attached hereto as Exhibit A.

3. Skadden believes it has assembled a highly qualified, dedicated team of attorneys that have committed, and will continue to commit, a concentrated effort to the Engagement to represent the Debtors during their reorganization efforts. I am the co-leader of Skadden's worldwide corporate restructuring practice and have served as counsel in transactional work with debtors, sellers, purchasers, and creditors of financially troubled companies, in nonjudicial restructurings and in chapter 11 reorganization cases in several hundred transactions across North America, and in international transactions located in Asia, Australia, Europe, South America, and the Middle East. I am a Fellow of the American College of Bankruptcy and the International Insolvency Institute, served as Chairman of the Turnaround Management Association in 1996 and 1997 and as director from 1991-99 and again from 2001-04, was President and Chairman of the

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<sup>2</sup> In addition to Delphi, the following entities are debtors in these related cases: ASEC Manufacturing General Partnership, ASEC Sales General Partnership, Aspire, Inc., Delco Electronics Overseas Corporation, Delphi Automotive Systems (Holding), Inc., Delphi Automotive Systems Global (Holding), Inc., Delphi Automotive Systems Human Resources LLC, Delphi Automotive Systems International, Inc., Delphi Automotive Systems Korea, Inc., Delphi Automotive Systems LLC, Delphi Automotive Systems Overseas Corporation, Delphi Automotive Systems Risk Management Corp., Delphi Automotive Systems Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi Automotive Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems, Delphi Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales Corporation, Delphi Integrated Service Solutions, Inc., Delphi International Holdings Corp., Delphi International Services, Inc., Delphi Liquidation Holding Company, Delphi LLC, Delphi Mechatronic Systems, Inc., Delphi Medical Systems Colorado Corporation, Delphi Medical Systems Corporation, Delphi Medical Systems Texas Corporation, Delphi NY Holdings Corporation, Delphi Services Holding Corporation, Delphi Technologies, Inc., DREAL, Inc., Environmental Catalysts, LLC, Exhaust Systems Corporation, Packard Hughes Interconnect Company, Specialty Electronics, Inc., and Specialty Electronics International Ltd.

American Board of Certification from 1995-97, was a director of the American Bankruptcy Institute from 1991-98, was Chairman of the Governing Board of the Commercial Finance Association Education Foundation from 1994-96, and was Associate General Counsel of the Commercial Finance Association from 1996-2000.

4. Peter Allan Atkins and I will coordinate Skadden's overall representation of the Debtors. Other Skadden partners with principal responsibilities in the Engagement matters are Eric L. Cochran, N. Lynn Hiestand, John K. Lyons and Kayalyn A. Marafioti. Mr. Atkins, a corporate partner resident in the New York office, concentrates on corporate, securities, and financial practice areas, including extensive involvement in the mergers and acquisitions field. Mr. Cochran, a corporate partner resident in the New York office, has extensive experience in international transactions, mergers and acquisitions, and corporate governance matters. Ms. Hiestand, a corporate restructuring partner resident in the London office, represents buyers, sellers, borrowers and lenders, debtors, creditors, and financial advisors in a variety of international transactions, primarily those involving financially troubled companies and will lead the legal efforts in connection with international initiatives and issues. Mr. Lyons, a corporate restructuring partner resident in the Chicago office, represents debtors, creditors, sellers, purchasers, and other financial advisors in all stages of complex restructuring transactions from chapter 11 reorganizations to out of court negotiations, workouts and divestitures, and will be primarily responsible advising the Debtors at their worldwide headquarters on general aspects of the reorganization. Ms. Marafioti, a corporate restructuring partner resident in the New York office, who represents creditors, debtors, committees, equity security holders, and foreign liquidators in a wide range of restructuring transactions and

bankruptcy litigation, will be responsible for general aspects of the reorganization including coordination of the chapter 11 cases in this Court.

5. Other Skadden partners presently with engagement responsibilities include Lawrence D. Frishman (finance), John P. Furfaro (labor), Cliff Gross (tax), Neil M. Leff (executive compensation), Marian P. Wexler (real estate) and George Zimmerman (litigation). Additional lawyers will be added to Skadden's representation of the Debtors in these chapter 11 cases on an as needed basis.

6. As a result of its representation of the Debtors, Skadden has become informed about the Debtors and their businesses, and is generally familiar with the Debtors' capital structure and those material agreements relating to Skadden's engagement as disclosed to us by the Debtors.

#### SERVICES TO BE RENDERED

7. The Debtors have requested that Skadden render the following services in connection with these cases:

- (a) advise the Debtors with respect to their powers and duties as debtors and debtors-in-possession in the continued management and operation of their businesses and properties;
- (b) attend meetings and negotiate with representatives of creditors and other parties-in-interest;
- (c) advise and consult on the conduct of the case, including all of the legal and administrative requirements of operating in chapter 11;
- (d) advise the Debtors in connection with any contemplated sales of assets or business combinations, including the negotiation of asset, stock purchase, merger or joint venture agreements, formulate and implement bidding procedures, evaluate competing offers, draft appropriate corporate documents with respect to the proposed sales, and counsel the Debtors in connection with the closing of such sales;

- (e) advise the Debtors on matters relating to the evaluation of the assumption, rejection or assignment of unexpired leases and executory contracts;
- (f) provide advice to the Debtors with respect to legal issues arising in or relating to the Debtors' ordinary course of businesses, including attendance at senior management meetings, meetings with the Debtors' financial advisors, meetings of the board of directors, and advice on employee, workers' compensation, employee benefits, executive compensation, tax, environmental, banking, insurance, securities, corporate, business operation, contracts, joint ventures, real property, press/public affairs, and regulatory matters, and advise the Debtors with respect to continuing disclosure and reporting obligations, if any, under securities laws;
- (g) take all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on their behalf, the defense of any actions commenced against those estates, negotiations concerning all litigation in which the Debtors may be involved and objections to claims filed against the estates;
- (h) negotiate and prepare on the Debtors' behalf plan(s) of reorganization, disclosure statement(s) and all related agreements and/or documents and take any necessary action on behalf of the Debtors to obtain confirmation of such plan(s);
- (i) prepare on the Debtors' behalf all petitions, motions, applications, answers, orders, reports, and papers necessary to the administration of the estates;
- (j) attend meetings with third parties and participate in negotiations with respect to the above matters;
- (k) appear before this Court, any appellate courts, and the U.S. Trustee, and protect the interests of the Debtors' estates before such courts and the U.S. Trustee; and
- (l) perform all other necessary legal services and provide all other necessary legal advice to the Debtors in connection with these chapter 11 cases and bring the Debtors' chapter 11 cases to a conclusion.

8. Subject to this Court's approval of the Application, Skadden is willing to serve as the Debtors' counsel and to perform the services described above.

DISINTERESTEDNESS OF SKADDEN

9. Except as otherwise set forth herein, the partners, counsel, and associates of Skadden (a) do not have any connection with the Debtors or their affiliates, their creditors, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, or any other party in interest, or their respective attorneys and accountants, (b) are "disinterested persons," as that term is defined in section 101(14) of the Bankruptcy Code, and (c) do not hold or represent any interest adverse to the estates.

10. Skadden represented, represents, and in the future likely will represent, certain creditors of the Debtors and other parties-in-interest in matters unrelated to the Debtors, the Debtors' reorganization cases, or such entities' claims against or interests in the Debtors. Of the Debtors' (a) affiliates, (b) officers and directors, (c) joint owners of Debtors' affiliates, (d) fifty largest unsecured creditors (on a consolidated basis as of September 2005 as determined by the Debtors), (e) counterparties to major contracts, (f) major lenders, (g) shareholders who own over 5% of the Debtors' shares, (h) professionals, (i) counterparties to major leases, (j) insurance providers, (k) major vendors, (l) major customers, (m) non-Debtor parties to collective bargaining agreements with the Debtors, (n) indenture trustees, (o) underwriters of securities, (p) major litigation parties, (r) state and governmental agencies, and (s) Judges and United States Trustees for the United States Bankruptcy Court for the Southern District of New York, Skadden currently represents or has represented the following entities (or in some cases their affiliates as indicated):

11. Officers and Directors: The current and former directors and officers of the Debtors include Jose Maria Alapont, J.T. Battenberg III, R. H. Brust, Alan S. Dawes, Richard Erwin, Robert Katz, Jeffrey Krause, Robert Steve Miller Jr., Rodney O'Neal, Brian O'Neill, John D. Opie, Roger S. Penske, John D. Sheehan, John Short and Robert Sparks. In addition, John D. Opie is an outside director of NBC, Inc., an affiliate of GE; R. H. Brust is an executive director of Eastman Kodak Co., Robert S. Miller Jr. is a current outside director of Symantec Corporation and UAL Corp. and a former outside director of Federal-Mogul Corp. and DaimlerChrysler Motors Corp.; Rodney O'Neal is an outside director of Goodyear Tire & Rubber Co.; Roger S. Penske is on the board of directors of Penske Corp. and GE Co.; Alan S. Dawes is an outside director of Autonation, Inc.; Brian O'Neill is director of Prudential International Assurance Public Ltd. Co.; J. T. Battenberg III is outside director of Sara Lee Corporation; Jeffrey Krause is executive of First Interstate Insurance Agency of Oregon; Jose Maria Alapont is Executive of Federal-Mogul Corporation; Richard Erwin is a Managing Director of Roche OY; Robert Katz is President of Liberty Supply, Inc. Skadden currently represents or has represented NBC, Inc., Eastman Kodak Co, Federal-Mogul Corp., Symantec Corporation, DaimlerChrysler Motors Corp., Waste Management, Inc., UAL Corp., Goodyear Tire & Rubber Co., Penske Corp., GE Co., Autonation, Inc., The Williams Companies Inc., Prudential International Assurance Public Ltd. Co., Sara Lee Corporation, First Interstate Insurance Agency of Oregon, Atlas Processing Company, Roche OY, and Liberty Supply, Inc. or their affiliates in matters unrelated to the Debtors.

12. Skadden represents Robert S. "Steve" Miller, Jr., Delphi's Chairman and Chief Executive Officer, on a matter unrelated to the Company involving Mr.

Miller's directorship of Waste Management, Inc. In addition, prior to the Petition Date and with the prior knowledge and consent of the Company, Skadden provided advice to John D. Sheehan, the Company's Vice President and Chief Restructuring Officer, in connection with meetings, interviews, testimony, and submissions relating to the investigation of the Company by the Securities and Exchange Commission as well as the internal investigation completed prior to July 2005 on a basis that was not adverse to the Company.

13. Joint Owners of Debtors' affiliates: Skadden currently represents RS Investment Management in matters unrelated to the Debtors and their chapter 11 cases. In addition, Skadden currently represents or in the past has represented Palm, Inc. and Royce & Assocs, believed to be affiliates of some of the Debtors' joint owners of their affiliates in matters unrelated to the Debtors and their chapter 11 cases.

14. Fifty Largest Unsecured Creditors: Skadden currently represents or has represented the following fifty largest unsecured creditors or their affiliates in matters unrelated to the Debtors and their chapter 11 cases: AK Steel Corporation; affiliates of American Axle and Manufacturing Holdings Inc.; and an affiliate of Autocam Corp; the parent company of Autoliv Asp Inc.; Engelhard Corporation and some affiliates; affiliates of Freescale Semiconductor Inc.; General Motors Corp. and affiliates<sup>3</sup>; affiliates of HSBC Bank USA, N.A.; affiliates of Infineon Technologies AG; Ispat Inland,

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<sup>3</sup> As of the date of this Affidavit, Skadden does not represent GM and will not represent GM in the future prior to the termination of the Engagement except on unrelated matters in accordance with the terms of Skadden's Engagement Agreement and after disclosure to the Debtors, the United States Trustee and the Court of the fact of any such engagement. Skadden currently represents a subsidiary of and certain financial advisors to GM on certain limited matters unrelated to the Debtors, but is free to represent the Debtors on a basis adverse to GM in the chapter 11 cases without any notice to or further consent from GM.

Inc.; Johnson Electric Holdings Ltd.; affiliates of Molex Inc.; affiliates of NEC Electronics Inc.; Olin Corp. and an affiliate; an affiliate of Panasonic Automotive; an affiliate of Pechiney Rolled Products LLC.; an affiliate of Robert Bosch Corporation; SGS Thomson; affiliates of Siemens Automotive Ltd.; affiliates of TRW Automotive; Tyco International Ltd. and affiliates; an affiliate of Waupaca Foundry Inc.

15. Counterparties to Major Contracts: Skadden currently represents or has represented the following counterparties to major contracts or their affiliates in matters unrelated to the Debtors and their chapter 11 cases: Alltel Corporation and an affiliate; affiliates of American Electric Power (AEP); affiliates of Ameritech Information Systems, Inc.; AT&T Corporation and an affiliate; AT&T Wireless and affiliates; affiliates of Cardinal Health, Inc.; Cellco Partnership (d/b/a Verizon Wireless) and affiliates; the parent company of Cinergy PSI IN; Consumers Energy Company and affiliates; Consumers Power Company and affiliates; an affiliate of the Department of Commerce/National Institute of Standards and Technology (DOC/NIST); an affiliate of the Department of Defense/Tank-Automotive and Armaments Command (DOD/TACOM); an affiliate of the Department of Energy/National Energy Technology Laboratory (DOE/NETL); an affiliate of the Department of Transportation; an affiliate of DPL Energy Resources, Inc.; affiliates of DTE Energy Co.; Entergy (MS Power & Light) USA and affiliates; affiliates of El Paso Electric Co.; an affiliate of Georgia Power Company; Honeywell International; an affiliate of Indiana Michigan Power Company; affiliates of Indiana-American Water Company; affiliates of Indianapolis Power & Light Company; an affiliate of Kokomo Gas & Fuel Co.; KPL (Western Resources); affiliates of Mississippi Power Company; an affiliate of National Aeronautics and Space Adminis-

tration (NASA); Nextel Communications, Inc.; OneOK Energy Marketing and affiliates; affiliates of Pepco Energy Services; affiliates of PSE&G; affiliates of SBC Ameritech; affiliates of SBC Global Services, Inc.; affiliates of SkyTel; an affiliate of Southern California Edison; affiliates of Sprint United; an affiliate of Tennessee Valley Authority; affiliates of Time Warner, Inc.; affiliates of Verizon; and an affiliate of Wisconsin Electric Power Co.

16. Major Lenders:<sup>4</sup> Skadden currently represents or has represented the following major lenders or their affiliates in matters unrelated to the Debtors and their chapter 11 cases: several affiliates of ABN Amro Bank N.V.; Amaranth Partners LLC; affiliates of Banc One Capital Markets, Inc.; Bank of China Luxembourg S.A.; Bank of New York; Bank of Nova Scotia and affiliates; The Bank of Tokyo-Mitsubishi, Ltd. and affiliates; Barclays Bank plc. and affiliates; affiliates of Bear Stearns Investment Products; BNP Paribas and affiliates; Calyon NY Branch (f/k/a Credit Lyonnais) and affiliates; affiliates of Cargill Financial Services International, Inc.; an affiliate of Cede & Co.; Citibank N.A. and affiliates; affiliates of Citicorp Securities, Inc.; affiliates of Citicorp Vendor Finance, Inc.; Citigroup Financial Products Inc. and affiliates; affiliates of Comerica Bank; Commerzbank A.G. and affiliates; and affiliates of Compaq Financial Services Corp.; an affiliate of Dai-Ichi Kangyo Trust Co. of New York; Deutsche Bank A.G. and affiliates; Deutsche Bank Trust Company; Fifth Third Bank; several affiliates of First Chicago Capital Markets, Inc.; Goldman Sachs Credit Partners L.P.; an affiliate of

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<sup>4</sup> Each of the lenders included in this category is limited to a \$10 million commitment. Skadden may have represented or may represent certain of the lenders below the \$10 million threshold in matters unrelated to the Debtors and their chapter 11 cases. Skadden is in the process of conducting disclosure research with respect to the voluminous number of lenders who have extended credit to the Debtors in an amount below this threshold and will include these results in a supplemental declaration after completion.

HBK Master Fund L.P.; J.P. Morgan Chase Bank, N.A. and several of its affiliates<sup>5</sup>; affiliates of KeyBank National Association; affiliates of Lehman Commercial Paper, Inc.; Mizhuo Corporate Bank Ltd. (f/k/a DKB); affiliates of Morgan Stanley Senior Fundings, Inc.; the parent company and affiliates of Regions Bank; Societe Generale S.A. and affiliates; Sumitomo Mitsui Banking Corporation and an affiliate; UBS AG and several of its affiliates; an affiliate of UFJ Bank Limited; Wachovia Bank, N.A. and affiliates; an affiliate of Whitney National Bank.

17. Major Shareholders: Skadden currently represents or has represented the following major shareholders or affiliates of such major shareholders in matters unrelated to the Debtors and their chapter 11 cases: affiliates of Capital Group International, Inc.; Capital Research & Management Co.; affiliates of Dodge & Cox; and State Street Bank and Trust Co.

18. Professionals: Skadden currently represents or has represented the following professionals or affiliates of such professionals in matters unrelated to the Debtors and their chapter 11 cases: BBK Ltd.; an affiliate of Corporate Executive Board Co.; Ernst & Young LLP and an affiliate; affiliates of Fidelity Employer Services Company LLC; FTI Consulting, Inc.; KPMG LLP and affiliates; Salomon Smith Barney

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<sup>5</sup> Skadden also represented JP Morgan Chase Bank, N.A. in connection with a Receivables Purchase Agreement, dated as of March 31, 2003, as amended from time to time, among Delphi Receivables LLC as Seller, Delphi Corporation as Servicer, JP Morgan, Falcon Asset Securitization Corporation, ABN AMRO Bank N.V., Amsterdam Funding Corporation, The Bank of Tokyo-Mitsubishi, Ltd., and Gotham Funding Corporation. On October 6, 2005, the Debtors gave notice of their election to terminate the U.S. Facility Program pursuant to the terms of the relevant agreements upon the earlier of October 11, 2005 and the occurrence of an amortization event. The commencement of these chapter 11 cases has constituted such an amortization event and the U.S. Facility Program has terminated. As of the Petition Date, there were no borrowings under the U.S. Facility Program.

Inc. (a/k/a Citigroup) and several affiliates; affiliates of Sedgwick Claims Management Services, Inc.; and Sitrick & Company, Inc.

19. Counterparties to Major Leases: Skadden represents or has represented the following counterparties to major leases or affiliates of such counterparties to major leases in matters unrelated to the Debtors and their chapter 11 cases: affiliates of Ford Motor Land Development Corporation; an affiliate of Kilroy Relaty, L.P. (b/k/a Limar Realty Corp.); and LaSalle National Bank.

20. Insurance Providers: Skadden represents or has represented the following insurance providers or affiliates of such insurance providers in matters unrelated to the Debtors and their chapter 11 cases: an affiliate of ACE American Insurance Company; ACE USA and an affiliate of ACE USA; affiliates of AIG Excess Casualty North America; affiliates of AIU, Inc.; Allianz of America Corp. and affiliates; affiliates of American Home Assurance Co.; affiliates of American International Group, Inc. (AIG); the parent company of AON (Bermuda) Limited; the ultimate company of AON UK; an affiliate of Arch Insurance Group Inc. (U.S.); Blue Cross Blue Shield of Michigan; affiliates of Canawill, Inc.; the parent company and an affiliate of CIGNA Behavioral Health; CIGNA Corp.; Continental Casualty Co. (C.N.A.); an affiliate of Delta Dental Plans Association; affiliates of Great American Insurance Co.; affiliates of Gulf Underwriters Insurance Company; affiliates of Hewitt Associates; affiliates of Ins. Co. of the State of Pennsylvania (AIG); Liberty Mutual Insurance Company; affiliates of Marsh USA, Inc.; an affiliate of Medco Health Solutions, Inc.; the parent company of The Medstat Group Inc.; Metropolitan Life Insurance Co. (MetLife) and some of its affiliates; National Union Fire Ins. Co. (AIG) and affiliates; affiliates of Pacific Employers Insur-

ance Co. (ACE USA); PriceWaterhouseCoopers International Ltd.; affiliates of St. Paul Fire & Marine Insurance Company; affiliates of Steadfast Insurance Company (Zurich); Swiss Re Company and affiliates; affiliates of Twin City Fire Insurance (Hartford); United Health Group; affiliates of United State Aviation Insurance Group (USAIG); an affiliate of Watson Wyatt & Co.; XL Global Reinsurance Company, Ltd.; and the parent company of Zurich American Insurance Company.

21. Major Vendors: Skadden represents or has represented the following major vendors or affiliates of such vendors in matters unrelated to the Debtors and their chapter 11 cases: 3M Company; affiliates of Advanced Micro Devices, Inc.; affiliates of Advanced Polymer Systems, Inc. (n/k/a AP Pharma Inc.); Alcoa Inc. and an affiliate; affiliates of Analog Devices Inc.; Basell USA Inc.; an affiliate of Bayer AG; Best Buy Co.; affiliates of Carpenter Technology Corporation; Circuit City Stores Inc. and affiliates; Dana Corporation; Deloitte & Touche USA LLP and some of its affiliates; affiliates of Dura Automotive Systems Inc; an affiliate of ECO-BAT America LLC; Electronic Data Systems Corporation (EDS); Exxon Mobil Corp. and an affiliate; an affiliate of Federal Environmental Protection Agency; affiliate of The Furukawa Electric Co.; General Electric Capital Co. and several of its affiliates; General Electric Co. and several of its affiliates; affiliates of Georgia Gulf Corp.; Hayes Lemmerz International Inc.; affiliates of Henkel KGAA; affiliates of Hitachi Ltd.; Hub Group Inc.; an affiliate of Hyatt Legal Plans Inc.; an affiliate of Illinois Tool Works Inc.; an affiliate of International Wire Group, Inc.; affiliates of Internet Corp.; an affiliate of Kyocera Corp.; Mahle GMBH; Martinrea International Inc.; affiliates of Microchip Technology Inc.; an affiliate of Mittal Steel (b/k/a ISPAT International Ltd.); affiliates of Motorola Automotive;

Motorola Inc. and an affiliate; affiliates of National Semiconductor Corp.; NEC Corp. and affiliates; an affiliate of Plymouth Rubber Company; PricewaterhouseCoopers LLP; an affiliate of RLI Surety; an affiliate of Robert Stiftung Bosch GMBH; RSR Corporation; Safeco Insurance Co. and affiliates; affiliates of Seiko Epson Corporation; an affiliate of Sequa Corp.; affiliates of Shell Oil; an affiliate of Spartech Corp.; SPX Corp; affiliates of Standard Motor Products Inc.; an affiliate of Steel Technologies Inc.; Texas Pacific Group Ltd.; Textron Inc. and an affiliate; an affiliate of Thyssenkrupp AG; affiliates of Tower Automotive Inc.; the parent company of Trico Products Corporation; affiliates of Tyco Electronics Corp; Unigraphics Solutions Inc.; US Steel Corporation and an affiliate; and Visteon Automotive Systems, Inc.

22. Major Customers: Skadden represents or has represented the following customers or affiliates of such customers in matters unrelated to the Debtors and their chapter 11 cases: affiliates of Aftermarket Technology Corp.; affiliates of Agilent Technologies Inc.; affiliates of Arvinmeritor Inc.; affiliate of AZ Automotive Corp.; an affiliate of Michael Baker, Corp.; Benteler Industries, Inc.; Brite Smile and affiliates; an affiliate of Cambrex Bio Science Inc.; affiliates of Cardinal Health Inc.; affiliates of Caterpillar Inc.; affiliates of Coinstar, Inc.; affiliates of Cummins, Inc.; DaimlerChrysler AG; Fiat Group and affiliates; Ford Motor Company; an affiliate of Harley Davidson, Inc.; Hewlett-Packard Co. and affiliates; affiliates of HP Financial Services; Hyundai Motor America; INO Therapeutics LLC; an affiliate of International Truck & Engine Corporation; an affiliate of Intier Automotive Inc.; Johnson Controls Inc.; the parent company of Kautex Textron; affiliates of KLA Tencor Corp.; an affiliate of L-3 Communications Holdings Inc.; affiliates of Lear Corporation Automotive

Systems; and affiliates of Magna International Inc.; affiliates of Matco Tools; affiliates of Medrad Inc.; Medtronic Inc.; Mitsubishi Motors of America Credit Co.; Navistar International Corporation; affiliates of NuVasive, Inc.; affiliates of StorageTek (a/k/a Starage Technology Corp.); Sunrise Medical Ltd. and an affiliate; an affiliate of Verilink Corporation; and an affiliate of Volvo Parts North America, Inc.

23. Non-Debtor Parties to Collective Bargaining Agreements:

Skadden has not previously represented any of the non-Debtor parties to collective bargaining agreements.

24. Indenture Trustees: Skadden represents or has represented the following indenture trustees or affiliates of such indenture trustees in matters unrelated to the Debtors and their chapter 11 cases: Bank One Trust Company N.A. and affiliates; First National Bank of Chicago (a/k/a Bank One, N.A.) and several of its affiliates.; J.P. Morgan Chase; and J.P. Morgan Trust Company, N.A. and affiliates.

25. Underwriters of Securities: Skadden represents or has represented the following underwriters of securities or affiliates of such underwriters in matters unrelated to the Debtors and their chapter 11 cases: A.G. Edwards & Sons, Inc.; ABN AMRO Incorporated and affiliates; Advest, Inc. and affiliates; Banc of America Securities LLC and affiliates; Barclays Capital Inc. and affiliates; BNP Paribas Securities Corp. and affiliates; Citigroup Global Markets Inc. and affiliates; an affiliate of Comerica Securities Inc.; Credit Suisse First Boston LLC and affiliates, Deutsche Bank Securities Inc. and affiliates; HSBC Securities (USA) Inc. and affiliates; J.P. Morgan Securities Inc. and affiliates; an affiliate of Janney Montgomery Scott LLC; McDonald Investments Inc., affiliates of Merrill Lynch, Pierce, Fenner & Smith Inc.; Morgan Stanley & Co. Incorpo-

rated and affiliates; Oppenheimer & Co. Inc. and affiliates; affiliates of Quick & Reilly, Inc.; RBC Dain Rauscher Inc. and affiliates; The Royal Bank of Scotland plc. and affiliates; Scotia Capital (USA) Inc. and affiliates; SG Cowen Securities Corp. and affiliates; Stifel, Nicolaus & Co., Inc.; UBS Securities LLC and affiliates; US Bancorp Piper Jaffray Inc. and an affiliate; Utendahl Capital Partners, L.P. and an affiliate; and Wachovia Capital Markets, LLC and affiliates.

26. Major Litigation Parties: Skadden represents or has represented the following major litigation parties or affiliates of such parties in matters unrelated to the Debtors and their chapter 11 cases: an affiliate of Altria Corporate Services, a client of the firm; James Arnold Jr., who is Secretary of a company whose affiliates are clients of the firm; affiliates of Building Materials Holding Corp (d/b/a BMC West Corp.); James Burdette, who is president of Lockwood Financial Services Inc., affiliates of which company are clients of the firm, and President of Bank of New York, a client of the firm; an affiliate of The Chamberlain Group, Inc.; an affiliate of DSL Net Inc.; Eaton Corporation and affiliates; William P. Edwards, who is the President of Vendome, and an affiliate of which company is a client; affiliates of Elco textro Fastening Systems; affiliates of Elco Textron, Inc.; Terrence Evans, who is VP of Newark Road Realty Co., affiliates of which company are clients of the firm; Faurecia Exhaust Systems, Inc.; Greystone & Co.; John Harden, who is Vice President of Macquarie Aviation North America 2 Inc., an affiliate of Honeywell ACS Sensing & Control; Robert Hillman, who is President of a company, affiliates of which company are clients of the firm; Linda Hudson, who is President of General Dynamics Armament and Technical Products, Inc., affiliate of General Dynamics Corporation, a client of the firm; an affiliate of IMSS (Instituto

Mexicano del Seguro Social); an affiliate of INFONAVIT (Instituto del Fondo Nacional de la Vivienda para los Trabajadores); William Jensen is the President of Fidelity National Home Warranty, affiliates of which company are clients; Steven Kramer, who serves as executive to Thermo Vision Colorado, an affiliate of which company is a client of the firm; affiliates of Land Rover; Lockheed Martin Corp.; an affiliate of Mahle Sistemas de Filtracion de Mexico; MCI Telecommunications Corporation; an affiliate of Mercedes Benz US International (MBUSI); an affiliate of Open Hungaru (GMPT); Jerry Peter, who is President of A&M Cleaning Products, Inc, an affiliate to a Great Lakes Chemical Corporation, a client of the firm; Republic Waste Industries, Inc. (a/k/a Autonation); affiliates of Siemens VDO Automotive AG (SVDO); affiliates of SouthTrust Bank; affiliates of State of New York; affiliates of Strattec Security Corporation; Kenneth Taylor is Treasurer of Navigan International Southeast Inc., an affiliate to Navigant International, Inc., a former client of the firm; an affiliate of Tenneco Automotive Inc.; an affiliate of Gorg Warner Inc.; Anthony Whitehead, who is the Marketing Executive of Gray Texas L.P., an affiliate of which company is a client; Chris Wong, who is managing director of GT Management, affiliates of which company are clients of the firm; and Karl L. Young, who is an executive of Altria Group.

27. State and Governmental Agencies: Skadden represents or has represented the following state and governmental agencies or affiliates of such state and governmental agencies in matters unrelated to the Debtors and their chapter 11 cases: an affiliate of California Environmental Protection Agency (Cal EPA); an affiliate of Integrated Waste Management Board (IWMB) (California); affiliates of New York State Department of Environmental Conservation (NYSDEC); an entity related to the Occupa-

tional Safety and Health Administration (OSHA); and an affiliate of U.S. Department of Transportation.

28. Judges and United States Trustees for the United States Bankruptcy Court for the Southern District of New York: I am not related, and to the best of my knowledge, no attorney at the Firm is related, to any United States District Judge or United States Bankruptcy Judge in the Southern District of New York or to the United States Trustee for such district or any employee in the office thereof, except that Adlai S. Hardin III, a Corporate Restructuring associate employed by Skadden in its New York office, is the son of Judge Adlai Hardin.

29. Many of the firm's representations of the above clients consist of representations in episodic transactional matters. Skadden's representation of the above entities will not affect the firm's representation of the Debtors in these cases. Skadden does not presently represent the above entities in any matters adverse and/or related to the Debtors.

30. Skadden is one of the largest law firms in the world and has a diverse client base. Indeed, for the period beginning September 1, 2004, and ending August 31, 2005, no single client accounted for more than 3.655% of Skadden's total value of time billed to client matters for that period. With the exception of Citigroup, Inc., Credit Suisse First Boston Corporation, Daimler Chrysler AG, Deloitte Touche Tohmatsu, Deutsche Bank AG, and JP Morgan Chase, no single client referenced in this Declaration accounted for more than 1% of Skadden's total value of time billed during that same period and, of the above group, only Citigroup, Inc. and JP Morgan Chase accounted for more than 1.8% of Skadden's total value of time billed.

31. Neither Skadden nor any attorney at the firm holds or represents an interest adverse to the estates.

32. Except as set forth herein, neither Skadden nor any attorney at Firm is or was a creditor, an equity holder, or an insider of the Debtors, except that Skadden rendered legal services to the Debtors for which it was compensated. Certain Skadden partners may own Delphi common stock, either directly or indirectly. Also, partners of the firm may hold Delphi common stock in managed accounts over which they have no control over investment decisions pertaining to holdings in such accounts. Pursuant to the internal policy of Skadden, the Debtors have been placed on the firm's "restricted list" and no sale or purchase of securities or claims relating to the Debtors will be authorized or permitted during the pendency of our retention as the Debtors' counsel in the chapter 11 cases.<sup>6</sup>

33. Neither Skadden nor any attorney at the Firm is or was an investment banker for any outstanding security of the Debtors.

34. Neither Skadden nor any attorney at the Firm is or was, within three years before the filing of the Debtors' chapter 11 cases, an investment banker for any

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<sup>6</sup> It is Skadden's written Firm policy that (i) Firm personnel are not permitted to purchase any debt or equity securities of, or claims against, any company which is a debtor in a case under the U.S. Bankruptcy Code or similar proceeding under state law or the laws of foreign jurisdictions or has publicly announced that it is contemplating such action; and (ii) if Firm personnel have acquired a debt or equity security of or a claim against a company prior to a company's filing or contemplation of a chapter 11 case and the Firm subsequently concludes that the individual's ownership of such a security or claim may interfere with the Firm's retention or compensation in connection with the case, the Firm may require the individual to divest the claim or security. If the claim or security to be divested cannot be sold in the market (e.g., because the Firm is in possession of material inside information), Firm personnel may be required to divest the claim or security without receiving any consideration therefor.

security of the Debtors, or an attorney for an investment banker in connection with the offer, sale or issuance of any security of the Debtors.

35. Neither Skadden nor any attorney at the Firm is or was, within two years before the Petition Date, a director, officer or employee of the Debtors or of an investment banker of the Debtors.

36. Skadden does not have an interest materially adverse to the interests of the estates or of any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or interest in the Debtors or an investment banker specified in the foregoing paragraphs, or for any other reason.

37. Pursuant to the Engagement Agreement, the Debtors waived certain non-disqualifying conflicts and agreed that Skadden may represent other present and future clients of the Firm on a basis adverse to the Debtors, including litigation, legal or other proceedings, so long as Skadden was not then and had not previously been engaged by the Debtors in the matter. However, during the pendency of the chapter 11 cases, Skadden will not represent present or future clients of the firm on matters adverse to the Debtors in these chapter 11 cases.

38. In view of the foregoing, Skadden is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

#### PROFESSIONAL COMPENSATION

39. The Engagement Agreement provided for the implementation of a retainer program pursuant to which the Debtors paid an initial retainer of \$500,000 for professional services rendered and to be rendered and charges and disbursements incurred to Skadden on behalf of the Debtors in connection with those services described in the

Engagement Agreement (the "Initial Retainer"). Thereafter, Skadden periodically invoiced the Debtors and drew down the Initial Retainer in payment of such invoices and was paid certain supplemental amounts in order to replenish the Initial Retainer (collectively, the "Supplemental Retainer") in the following amounts and on the following dates: \$1,600,000 on August 19, 2005, \$2,000,000 on September 8, 2005, and \$1,750,000 on September 27, 2005.

40. Pursuant to the Engagement Agreement, Skadden received a filing retainer of \$4,000,000 to be utilized in accordance with the Engagement Agreement to cover a portion of the projected fees, charges and disbursements to be incurred during the reorganization cases (the "Filing Retainer," and, together with the Initial Retainer and the Supplemental Retainer, the "Retainer").

41. Pursuant to the Engagement Agreement, Skadden will apply the Retainer to pay any fees, charges and disbursements which remain unpaid as of the Petition Date and will retain the remainder of the Retainer to be applied to any fees, charges and disbursements which remain unpaid at the end of the reorganization cases. As of October 7, 2005 (the last date on which the firm's books and records were reviewed in connection with the preparation of this declaration), after application of all prepetition fees, charges and disbursements incurred and posted as of that date (including estimated fees, charges and disbursements billed as of October 8, 2005 prior to the commencement of these cases), the amount of the Retainer was \$4,033,019.

42. According to Skadden's books and records, for the period July 12, 2005 through October 8, 2005, the total amount of services billed to the Debtors in connection with contingency planning was \$2,845,087 with an additional \$227,668 in

charges and disbursements. During the same period, the total aggregate amount of all services billed was \$5,500,654 plus charges and disbursements in the amount of \$315,327. Skadden's books and records further reflect that for the period July 12, 2005 through October 8, 2005, Skadden received an aggregate of \$9,850,000 from the Debtors, including payments received for services rendered prior to the filing on October 8, 2005, and is inclusive of the Retainer balance of \$4,033,019. The aggregate amount applied to fees, charges and disbursements for the same period was \$5,816,981, exclusive of the Retainer balance of \$4,033,019. Any portion of the prepetition amounts received by Skadden that has not yet been applied to prepetition fees and expenses will be applied when such amounts are identified. Should any balance remain after such application, the remainder will be held as a retainer for and be applied against postpetition fees and expenses that are allowed by this Court.

43. Pursuant to the Engagement Agreement, Skadden provides the Debtors with periodic (no less frequently than monthly) statements for services rendered and charges and disbursements incurred. During the course of the reorganization cases, the issuance of periodic statements shall constitute a request for an interim payment against the reasonable fees to be determined at the conclusion of the representation. For professional services, Skadden's fees are based in part on its guideline hourly rates which are periodically adjusted. Skadden will be providing professional services to the Debtors under its standard bundled rate schedule and, therefore, Skadden will not be seeking to be separately compensated for certain staff, clerical and resource charges. Presently, as set forth on Exhibit B, the hourly rates under the bundled rate structure range from \$585 to \$835 for partners and of counsel, \$560 to \$640 for counsel and special counsel, \$295 to

\$540 for associates, and \$90 to \$230 for legal assistants and support staff. The hourly rates set forth above are subject to periodic increases in the normal course of the Firm's business, often due to the increased experience of a particular professional.

44. Skadden intends to apply to this Court for allowance of compensation for professional services rendered and reimbursement of charges and disbursements incurred in these chapter 11 cases in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules for the Southern District of New York, and the United States Trustee Guidelines. Skadden will seek compensation for the services of each attorney and paraprofessional acting on behalf of the Debtors in these cases at the then-current bundled rate charged for such services on a non-bankruptcy matter.

45. The hourly rates set forth above are the Firm's standard bundled hourly rates for work of this nature. These rates are set at a level designed to compensate Skadden fairly for the work of its attorneys and legal assistants and to cover fixed and routine overhead expenses including those items billed separately to other clients under the Firm's standard unbundled rate structure. Consistent with the Firm's policy with respect to other clients, Skadden will continue to charge the Debtors for all other services provided and for other charges and disbursements incurred in the rendition of services. These charges and disbursements include, among other things, costs for telephone charges, photocopying (at a reduced rate of \$0.10 per page for black and white copies and higher commensurate charges for color copies), travel, business meals, computerized research, messengers, couriers, postage, witness fees, and other fees related to trials and hearings. Charges and disbursements are invoiced pursuant to Skadden's Policy State-

ment Concerning Charges and Disbursements. (The "Policy Statement Concerning Charges and Disbursements" is attached as Exhibit B to the Engagement Agreement.) Certain charges and disbursements are not separately charged for under the bundled rate structure as described in the Engagement Agreement.

46. Skadden has agreed to accept as compensation such sums as may be allowed by this Court on the basis of the professional time spent, the rates charged for such services, the necessity of such services to the administration of the estate, the reasonableness of the time within which the services were performed in relation to the results achieved, and the complexity, importance, and nature of the problems, issues, or tasks addressed in these cases.

47. Other than as set forth above, no arrangement is proposed between the Debtors and Skadden for compensation to be paid in these cases.

48. Except for such sharing arrangements among Skadden, Arps, Slate, Meagher & Flom LLP, its affiliates, and their respective members, Skadden has no agreement with any other entity to share any compensation received, nor will any be made, except as permitted under section 504(b)(1) of the Bankruptcy Code.

49. Skadden has instituted and is carrying on further inquiries of its partners and associates with respect to the matters contained herein, including the approximately 1,600 attorneys in the firm's 23 domestic and international offices. Skadden will file supplemental declarations regarding this retention if any additional relevant information comes to its attention. Additionally, as a matter of retention and disclosure policy, Skadden will periodically review its past and present connections with entities materially participating in these cases from time to time and will file supplemen-

tal disclosure declarations, if warranted, contemporaneously with the filing of its professional interim fee applications.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on October 8, 2005, at New York, New York.

s/ John Wm. Butler, Jr.

John Wm. Butler, Jr.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**

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WASHINGTON, D.C.  
WILMINGTON

BEIJING  
BRUSSELS  
FRANKFURT  
HONG KONG  
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212-735-3700  
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917-777-3700  
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PATKINS@SKADDEN.COM

As of July 12, 2005

**PRIVILEGED AND CONFIDENTIAL**

Delphi Corporation  
5725 Delphi Drive  
Troy, Michigan 48098

Attention: Mr. Robert S. Miller, Jr.  
Chairman and CEO  
and  
Logan G. Robinson, Esq.  
Vice President and General Counsel

Re: Engagement Agreement with Skadden

Ladies and Gentlemen:

We are pleased that Delphi Corporation, for itself and each of its subsidiaries for which there is no disqualifying conflict and which Skadden, Arps, Slate, Meagher & Flom LLP and its affiliated law practices ("Skadden" or the "Firm") has agreed to represent (collectively, the "Company"), has decided to engage Skadden as special counsel in connection with the matters described below in the "Scope of Engagement" section of this Engagement Agreement and such other matters as are assigned to us in the future and that we agree to undertake (the "Engagement"). Accordingly, the Engagement is limited to those specific matters enumerated in and/or contemplated by this Engagement Agreement.

This letter sets forth the terms of our engagement arrangements for all matters (whether pending or prospective), including staffing, fees and waivers, the scope of our engagement, the basis on which the Firm will present its bills for fees, related charges and disbursements, and certain limitations on the Firm's services arising from

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potential conflicts of interest. As usual, our Engagement is to represent the Company and not its individual directors, officers, employees or shareholders. However, we anticipate that in the course of that Engagement, we may provide information or advice to directors, officers or employees in their corporate capacities or as otherwise consented to by the Company including as described below.

#### **Scope of Engagement**

We have agreed to represent the Company as special counsel in the Company's efforts to work out its present financial circumstances, which may include restructuring its financial affairs and capital structure and providing legal advice to the Company with respect to proposals from one or more third-party investors, in addition to future representation of the Company on matters for which the Firm may be engaged by the Company not related to the Company's efforts to work out its present financial circumstances. The services to be provided by the Firm in connection with the Engagement will encompass all services normally and reasonably associated with this type of engagement which the Firm is requested and is able to provide and which are consistent with its ethical obligations. As legal counsel, we are not in a position to, and the Company has not retained us to, provide financial advice. With respect to all matters of our Engagement, we will coordinate closely with the Company as to the nature of the services to be rendered by us and the scope of our engagement.

The Engagement may involve advice as to corporate transactions and corporate governance, negotiations, out-of-court agreements with creditors, equity holders, prospective acquirers and investors, review of documents, preparation of agreements, review and preparation of pleadings, court appearances and such other actions as both of us deem necessary and desirable. While the Company has advised us that it is actively pursuing a transformation strategy under the leadership of the Board of Directors and executive management of the Company (including through the Delphi Strategy Board) to address growth objectives, resolve certain financial issues and maximize the enterprise value of the Company for its stakeholders, we agree that the Engagement also will include advice to, and representation of the Company, as debtors and debtors-in-possession, should the Company seek relief pursuant to the provisions of the Bankruptcy Code subject to confirmation of our retention by the Board of Directors in the enabling resolutions adopted by the Board of Directors authorizing the commencement of chapter 11 cases and the approval of our retention by the Bankruptcy Court.

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If the Company determines that reorganization cases under chapter 11 of the Bankruptcy Code are appropriate, we will prepare for the filing of the chapter 11 petitions, including review of documents and preparation of the petitions with supporting schedules and statements. During the cases and subject to our ethical obligations discussed above, we will advise and consult on the conduct of the cases, including all of the legal and administrative requirements of operating in chapter 11; prepare such administrative and procedural applications and motions as may be required for the sound conduct of the cases; prosecute and defend litigation that may arise during the course of the cases; consult with you concerning and participate in the formulation, negotiation, preparation and filing of a plan or plans of reorganization and disclosure statement(s) to accompany the plan(s); review and object to claims; analyze, recommend, prepare, and bring any causes of action created under the Bankruptcy Code; take all steps necessary and appropriate to bring the cases to a conclusion; and perform the full range of services normally associated with matters such as this which the Firm is in a position to provide.

In the event that chapter 11 cases are commenced and our retention is authorized, our representation will include, as noted above, serving as principal bankruptcy counsel to the debtors-in-possession under a general retainer, subject to court approval. Such representation also will encompass all out-of-court planning and negotiations attendant to these tasks. Although it is hoped that litigation can be avoided, subject to ethical constraints regarding conflicts of interest, we also will be available to serve the Company in any litigation capacities that become necessary to the extent that any required court approval is obtained.

#### **Case Management and Coordination of Outside Counsel**

The Company is presently using more than one law firm for representation of its interests on substantive matters including, particularly, the law firm of Shearman & Sterling LLP. It is likely that more than one law firm may be needed for such representation, particularly to represent the Company in connection with the numerous labor-intensive day-to-day tasks associated with the Company's present restructuring efforts and other matters including pending litigation, government investigations and related actions and proceedings.

Other than the general representation of the Company by Skadden as restructuring counsel and in the cases, if filed (subject to confirmation of our retention by the Board of Directors in the enabling resolutions adopted by the Board of Directors authorizing the commencement of any chapter 11 cases), the Company will continue to

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have discretion to assign specific tasks to co-counsel, adjunct counsel, or special counsel (collectively, "Other Counsel"), as the case may be. If, as outlined below, we are unable to obtain court approval for all matters in potential chapter 11 cases that you wish us (and we agree) to undertake, our representation would include as many of those matters as are approved.

We are committed to working with the Company and in full cooperation with Other Counsel to manage the Engagement on a cost-efficient and productive basis. To the extent possible, given the nature and magnitude of the Engagement, steps have been taken and should continue to be taken by the Company to coordinate tasks and, when practical, to divide these tasks to avoid unnecessary duplication of effort between us and Other Counsel. As of part of this case management protocol, we agree to provide periodic information to the Company and consult with the Company's executive management team regarding work plans, professional staffing, and professional fee accruals and forecasts (as discussed below) in order to assist the Company in coordinating the Engagement on a cost-efficient and productive basis.

#### **Engagement Personnel**

Jack Butler and I will coordinate all Engagement matters on behalf of Skadden. Additional lawyers, including those in other practice areas, will be added to the Engagement on an as needed basis. We have agreed to the Company's request that, to the extent practicable under the circumstances and exigencies facing the Company, we staff the Engagement with a working group of professionals that are prepared to commit a concentrated effort to the Engagement as the Company believes that there are efficiencies of identification with, and dedication to the Engagement. We have also agreed to provide the Company with an organizational chart of lawyers assigned to the Engagement and to promptly update the organizational chart as to any changes in staffing as to which we agree to consult with and obtain the concurrence of the Company.

#### **Fees, Charges and Disbursements**

Our fees will be based primarily on the time involved in the Engagement and our bundled hourly time charges. A list of our current bundled hourly time charges using the Firm's bundled rate structure as of January 1, 2005 is attached as Exhibit A. As part of the Firm's ordinary business practices, hourly time charges are periodically reviewed and revised, and we presently plan to do so effective as of September 1, 2005.

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If the Engagement results in one or more transactions or a direct economic benefit to the Company, with your concurrence as provided below, our fee would reflect a variety of factors. These factors include bundled hourly time charges, the overall benefit to the Company of the transaction, the Company's subjective appraisal of our contribution to the transaction, the cost-control and efficiency exercised in our execution of the Engagement in connection with the transaction, the personal contribution of the Skadden partners coordinating and managing the Engagement, our success in collaboration with the Company's management and integration with the Company's legal staff, and the views of our client. As to each of these factors, we consider it very important and would not submit a final statement for services rendered in excess of our bundled hourly time charges without having discussed our fee in advance with the Company based on the factors mentioned above and obtaining your concurrence.

As to billing, we will submit a client level on-account statement for all Engagement matters approximating bundled hourly time charges for payment on not less than a monthly basis, and at each matter's conclusion, we will submit a final statement for services rendered which will be based upon our bundled hourly time charges and, if appropriate, the factors outlined above, and which would credit all prior payments. Each statement submitted would be accompanied by a summary of attorney time showing the time worked by each lawyer working on an Engagement matter and the guideline hourly rate for each lawyer. In addition, our billing statements will include charges and disbursements incurred by us in the course of performing legal services in accordance with our standard practice as described in the summary attached as Exhibit B, which may be periodically updated.

From time to time, the Company may request a fee range estimate for a particular Engagement matter. Any such estimate would be premised upon certain assumptions, including, but not limited to, completion of the matter by a particular target date, no unusual issues or problems arising, no litigation, counsel for the other parties sufficiently experienced and competent to perform such counsel's normal functions in this type of matter and so forth. In such situations, we will respond promptly to the Company's request in writing although it is agreed that such estimates shall not constitute a fee cap or amendment of this Engagement Agreement and all such discussions and written estimates would be handled through Jack Butler or the undersigned in respect of the overall Engagement on behalf of the Firm.

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#### **Fee Structure and Retainers**

It is customary in matters of this nature for us to receive a reasonable retainer / on account payment and to be paid promptly for services rendered and charges and disbursements incurred on behalf of the Company, including payment for the services rendered and charges and disbursements incurred prior to the date hereof. Given the size and complexity of the Company's affairs, we have requested a payment in the amount of \$500,000, representing a retainer / on account payment for professional services rendered and to be rendered and charges and disbursements incurred by us to the Company's account in connection with our representation of the Company including with respect to any consensual non-judicial restructuring as well as any initial preparation that you authorize for cases under chapter 11 of the Bankruptcy Code that may be filed by or against the Company (the "Initial Retainer"). The Company agrees to supplement the Initial Retainer from time to time during the course of the Engagement in such amounts as we mutually shall agree are reasonably necessary to maintain the Initial Retainer at a level that will be sufficient to fund Engagement fees, charges and disbursements to be incurred for time periods to be covered by the Initial Retainer.

Should the Company subsequently decide to seek chapter 11 relief, we will also require an additional retainer / on account payment to supplement the Initial Retainer in order to cover Engagement fees, charges and disbursements to be incurred during the initial phase of the reorganization cases (the "Filing Retainer"). We will determine and discuss the amount of the Filing Retainer with you prior to the initiation of any chapter 11 case or at such earlier time as either we or the Company deems appropriate or desirable. Of course, the reasonableness of the Filing Retainer remains subject to review by the court in any ensuing cases.

In the future, we will send the Company periodic invoices (not less frequently than monthly) for services rendered and charges and disbursements incurred on the basis discussed above. Each invoice constitutes a request for an interim payment against the reasonable fee to be determined at the conclusion of our representation. Upon transmittal of the invoice, unless the Company elects to promptly pay the presented statement by wire transfer, the Firm shall draw upon the Initial Retainer (as may be supplemented from time to time by supplemental retainers) in the amount of the invoice. The Company agrees upon submission of each such invoice, if so requested by the Firm, to wire the invoice amount to us as replenishment of the Initial Retainer (together with any supplemental amount to which the Firm reasonably requests), without prejudice to the Company's right to advise us of any differences it may have with respect to such

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invoice. We have the right to apply to any outstanding invoice (including amounts billed prior to the date hereof), up to the remaining balance, if any, of the Initial Retainer (as may be supplemented from time to time by supplemental retainers) at any time subject to (and without prejudice to) the Company's opportunity to review our statements.

In the event that the Company subsequently determines to seek bankruptcy court protection and subject to the terms of any professional compensation order entered in the Company's chapter 11 cases, the issuance of our periodic invoice shall constitute a request for an interim payment against the reasonable fee to be determined at the conclusion of the representation. Although the Company may pay us from time to time for services rendered in our capacity as special counsel for various matters, some fees, charges, and disbursements incurred before the filing of bankruptcy petitions (voluntary or involuntary) may remain unpaid as of the date of the bankruptcy filings. Any portion of the Initial Retainer (as may be supplemented from time to time by supplemental retainers or the Filing Retainer) not otherwise properly applied will be held by us for the payment of any such unpaid fees, charges and disbursements (whether or not billed).

If orders for relief relating to the Company are entered, the unused portion, if any, of the Initial Retainer (as may be supplemented from time to time by supplemental retainers or the Filing Retainer) will be applied to any unpaid prepetition invoices and unbilled fees, charges and disbursements, although any requisite court permission will be obtained in advance. Postpetition fees, charges and disbursements will be due and payable immediately upon entry of an order containing such court approval or at such time thereafter as instructed by the court, it being agreed and understood that the unused portion, if any, of the Initial Retainer (as may be supplemented from time to time by supplemental retainers or the Filing Retainer) shall be held by us and applied against the final fee application filed and approved by the court. The Company understands that while the arrangement in this paragraph may be altered in whole or in part by the bankruptcy court, the Company shall nonetheless remain liable for payment of court approved postpetition fees and expenses. Such items are afforded administrative priority under 11 U.S.C. § 503 (b)(1). The Bankruptcy Code provides in pertinent part, at 11 U.S.C. § 1129(a)(9)(A), that a plan of reorganization cannot be confirmed unless these priority expenses are paid in full (unless such claimants agree to different treatment) in cash on the effective date of any reorganization plan.

If a dispute develops about our fees, you may be entitled under Part 137 of the Rules of the Chief Administrator of the New York Courts to arbitration of that

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dispute if it involves more than one thousand and less than fifty thousand dollars. We acknowledge that following the substantial completion of the restructuring activities currently being pursued by the Company and in the circumstance that the scope of our Engagement is materially reduced, the retainer program described in this letter shall be superceded by an arrangement where the Firm is paid monthly in arrears for services rendered and charges and disbursements advanced.

#### **Confidentiality and Related Matters**

Confidential communications between a client and counsel are ordinarily privileged, but the commencement of a bankruptcy case may severely limit this attorney-client privilege. Specifically, if a trustee is appointed in any case concerning a corporate debtor or partnership, the trustee will be able to obtain from us or other counsel and disclose to others information communicated by the Company to counsel. Some courts also have held that an examiner may invade the attorney-client privilege.

Because of the nature of the Firm's practice (involving more than 1,600 lawyers throughout the United States and in various international offices), from time to time we concurrently may represent one client in a particular matter and the adversary of that client in an unrelated matter. Thus, for example, while representing the Company, we may represent a third party who is adverse to the Company in a matter unrelated to the matters covered by this Engagement Agreement. In addition, while representing the Company, we may represent an account debtor of the Company as a debtor in a reorganization case or in connection with out-of-court negotiations with such entity's creditors concerning that entity's ability to pay its debts generally.

Despite any such concurrent representation, we strictly preserve all client confidences and zealously pursue the interests of each of our clients. The mutual understanding reflected in this Engagement Agreement, including the waivers set forth below, are, of course, premised on the Firm's adherence to its professional obligation not to disclose any confidential information or to use it for another party's benefit.

With respect to third parties and based on our initial discussions concerning the Company's capital structure and given the Company's business relationships, we have identified certain entities involved with the Company (or are competitors of the Company) as our clients on matters unrelated to the Company including, but not limited to Autoliv, Inc., Citicorp USA, Inc., Credit Suisse, Deutsche Bank AG New York Branch, Hayes Lemmerz International, Inc., HSBC Bank USA, National Association and

Delphi Corporation  
As of July 12, 2005  
Page 9

JPMorgan Chase Bank, N.A., as well as other entities that are providing financial accommodations and services to the Company or have other material relationships. We also represented JP Morgan Chase Bank, N.A. in connection with a Receivables Purchase Agreement, dated as of March 31, 2003, as amended from time to time, among Delphi Receivables LLC as Seller, Delphi Corporation as Servicer, JP Morgan, Falcon Asset Securitization Corporation, ABN AMRO Bank N.V., Amsterdam Funding Corporation, The Bank of Tokyo-Mitsubishi, Ltd., and Gotham Funding Corporation.

While we represent certain of the Company's customers, including DaimlerChrysler Corporation and Ford Motor Company on matters unrelated to the Company, we confirm that, as of the date of this agreement, the Firm does not represent General Motors Corporation ("GM") and will not represent GM in the future prior to the termination of this agreement except on unrelated matters in accordance with the terms of this agreement and after disclosure to you of the fact of any such engagement. As previously noted to you, the Firm currently represents a subsidiary of and certain financial advisors to GM on certain limited matters unrelated to the Company, but is free to represent the Company in the Engagement on a basis adverse to GM, other than in certain non-bankruptcy litigation or proceedings, without any notice to or further consent from GM. As to the Company's directors and officers, we are representing an officer of the Company on a matter unrelated to the Company involving the officer's directorship of another company and, with the prior knowledge and consent of the Company, we are providing advice to an officer of the Company in connection with meetings, interviews, testimony, and submissions relating to the investigation of the Company by the Securities and Exchange Commission as well as the internal investigation completed prior to the date of this letter on a basis that is not adverse to the Company.

Accordingly, while for purposes of this Engagement Agreement, the Company should assume that we represent a substantial number of the Company's creditors, customers and stakeholders on matters unrelated to the Company, we will, at the Company's request, furnish you with a list of relevant clients when we receive updated information from the Company from time to time regarding its creditors and other stakeholders. In the event that chapter 11 cases are commenced, we will prepare a disclosure summary which will be publicly disclosed and will be updated periodically thereafter in connection with the filing of interim fee applications and as otherwise required.

We do not provide certain kinds of opinion letters in connection with restructuring and bankruptcy reorganization cases to clients or to others who may wish to rely upon such letters. We do not alter this policy except under very unusual circumstances and then only upon further written agreement.

Delphi Corporation  
As of July 12, 2005  
Page 10

#### **Waivers and Related Matters**

The Firm represents a broad base of clients on a variety of legal matters. Accordingly, absent an effective conflicts waiver, conflicts of interest may arise that could adversely affect your ability and the ability of other clients of the Firm to choose the Firm as its counsel and preclude the Firm from representing you or other clients of our Firm in pending or future matters. Given that possibility, we wish to be fair not only to you, but to our other clients as well. Accordingly, this letter will confirm our mutual agreement that the Firm may represent other present or future parties on matters other than those for which it had been or then is engaged by the Company, whether or not on a basis adverse to the Company or any of its affiliates, including in litigation, legal or other proceedings or matters, which are referred to as "Permitted Other Representation." In furtherance of this mutual agreement, the Company agrees that it will not for itself or any other party assert the Firm's representation of the Company, either previously, in its then existing representation in the Engagement, or in any other matter in which the Company retains the Firm, as a basis for disqualifying the Firm from representing another party in any Permitted Other Representation and agrees that any Permitted Other Representation does not constitute a breach of duty. Permitted Other Representation would include, without limitation, representing a client over which the Company might be seeking to acquire influence or control, or from which the Company may wish to buy assets, or representing a client regarding its interest at the time in acquiring influence or control over an entity in which the Company then has a similar interest. Notwithstanding the foregoing waivers, the Firm agrees that, during the pendency of any chapter 11 reorganization cases involving the Company in which the Firm is acting as bankruptcy and restructuring counsel pursuant to a general retainer pursuant to 11 U.S.C. § 327 (a), the Firm will not represent present or future clients of the Firm on matters adverse to the Company in such chapter 11 reorganization cases.

Our representation of the Company is premised on the Firm's adherence to its professional obligation not to disclose any confidential information or to use it for another party's benefit without the Company's consent. Provided that the Firm acts in the manner set forth in this paragraph, the Company would not for itself or any other party assert that the Firm's possession of such information, even though it may relate to a matter for which the Firm is representing another client or may be known to someone at the Firm working on the matter, (a) is a basis for disqualifying the Firm from representing another of its clients in any matter in which the Company or any other party has an interest; or (b) constitutes a breach of any duty owed by the Firm.

Delphi Corporation  
As of July 12, 2005  
Page 11

With respect to parties affiliated with the Company generally, including parties owned by the Company and parties that hold direct or indirect interests in the Company, it is our understanding that the Firm is not being asked to provide, and will not be providing, legal advice to, or establishing an attorney-client relationship with, any such affiliated party or person in their individual capacity and will not be expected to do so unless the Firm has been asked and has specifically agreed to do so. Finally, it is our understanding that if the Firm acts as counsel for any other party as to which the Company then owns completely, directly or indirectly, all of the common stock or similar voting interest (other than directors' qualifying shares, if any), the mutual agreement reflected in this letter, including the waivers, would apply to that party as well.

\* \* \*

The provisions of this letter will continue in effect, including if the Firm's representation of the Company was ended at your election (which, of course, the Company would be free to do at any time) or by the Firm for Good Cause (which would be subject to ethical requirements). Good Cause includes the Company's breach of this agreement (including any material change in our engagement responsibilities (which would include the commencement of chapter 11 cases in which we were not retained as primary Section 327(a) counsel) without our consent or the failure to pay any payment when due under this Engagement Agreement), the Company's refusal or failure to cooperate with us or provide us with continuing access to the Board of Directors and senior management officers of the Company as appropriate, any fact or circumstance that would render our continuing representation unlawful or unethical, or, in our reasonable judgment, resignation of the engagement becomes necessary or appropriate. Any unused portion of the retainers we have received will be applied to our outstanding fees, charges and disbursements and the Company will promptly pay to us the remaining balance owed to us, if any. To the extent that the remaining amount of the retainers exceeds the amount of such fees, charges and disbursements, we will pay such amount to the Company. In addition, the provisions of this Engagement Letter will apply to future engagements of the Firm by the Company unless we mutually agree otherwise.

The Company agrees to make appropriate employees available to us to assist in factual inquiries and factual determinations, court hearings and appearances, transactions and dealings in relation to the subject matter with regard to which we have been retained.

Delphi Corporation  
As of July 12, 2005  
Page 12

This agreement shall be governed by and interpreted in accordance with the laws of the State of New York without regard to its conflicts of laws principles. For purposes of this letter, references to Skadden or the Firm include our affiliated law practice entities. There are no representations or promises other than as expressly set forth herein.

If the foregoing terms of our representation meet with your approval and accurately represent your understanding of the Company's retention agreement with us, we would appreciate your signing one copy of this Engagement Agreement and returning it to us.

Delphi Corporation  
As of July 12, 2005  
Page 13

Again, we very much appreciate the opportunity to work with Delphi Corporation and look forward to doing so.

With best regards,

Sincerely yours,

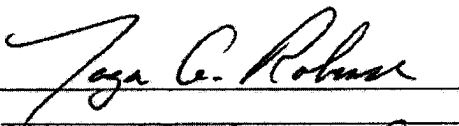
Peter Allan Atkins

Attachments

cc: John Wm. Butler, Jr., Esq.

AGREED AND ACKNOWLEDGED:

Delphi Corporation., for itself  
and its subsidiaries

By:   
Its: VP & GENERAL COUNSEL

Dated: As of July 12, 2005

CONFIDENTIAL

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**  
**& AFFILIATES**

**STANDARD BUNDLED HOURLY TIME CHARGE SCHEDULE\***

**January 1, 2005**

	<b><u>Rate</u></b>
<b><u>PARTNERS and OF COUNSEL:</u></b>	\$540 - \$825
<b><u>COUNSEL/SPECIAL COUNSEL:</u></b>	\$535 - \$640
<b><u>ASSOCIATES:</u></b>	
<b><u>Level</u></b>	
9	\$495
8	495
7	480
6	460
5	430
4	395
3	375
2	335
1	265**
<b><u>LEGAL ASSISTANTS:</u></b>	\$ 90 - \$195

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\* These are the Firm's standard hourly fee rates for most attorneys and legal assistants in the Firm's "bundled rate" structure for clients who are not billed separately for certain charges (e.g., secretarial and word processing time preparing legal documents, proofreading, facsimile services, overtime meals and overtime travel allowances). In-house reproduction under the bundled rate structure is charged at \$0.10 per page. Please note that in a limited number of cases or for specific types of work (e.g., M&A transactions, certain types of tax matters, etc.), individual rates may be higher or lower than those stated.

\*\* First year associates will move to \$295/hr. at the later of April 1st, 2005 or the date of passing bar exam.

**SKADDEN ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**  
**Policy Statement Concerning Charges and Disbursements**  
**Under Standard Bundled Rate Structure**  
**Effective 9/1/03**

Skadden Arps bills for reasonable charges and disbursements incurred in connection with an engagement. Clients are billed for external charges at the actual cost billed by the vendor except in a few cases noted below; charges for internal support services are billed at rates derived from internal cost analyses or at rates set at or below comparable outside vendor charges.

**I. Research Services.** Charges for on-line computerized research (LexisNexis, Westlaw and financial services) and use of outside research services and materials are billed at the actual amounts charged by vendors, which have been reduced by discounts the Firm receives from vendors.

SEC filings retrieved using the Disclosure system in our library are charged based on standard vendor rates derived from an internal cost analysis.

The State of Delaware Database provides computer access to a corporations database in Dover, Delaware. The charge for this service is \$50 per transaction, which is the average amount charged by outside services.

**II. Travel-Related Expenses.** Out-of-town travel expenses are billed at actual cost and include air or rail travel, lodging, car rental, taxi or car service, tips and other reasonable miscellaneous items associated with travel. Corporate and/or negotiated discounted rates are passed on to the client. Specific Firm policies for expenditures relating to out-of-town travel include:

- **Air Travel.** Coach travel is used for all U.S. domestic flights unless upgrades are available at little additional cost or prior client approval is obtained for a different class. For international flights from the United States, business class is used. Travel by attorneys based outside the United States is consistent with these policies.
- **Lodging.** Overnight accommodations are generally booked with hotels with which the Firm has a corporate rate or, when this is not possible, with hotels suggested by the client.

Local travel charges include commercial transportation and, when a private car is used, mileage, tolls and parking. Specific policies govern how and when a client is charged for these expenses; these include:

- **Fares** for commercial transportation (e.g., car service, taxi or rail) are charged at the actual vendor invoice amount. The charge for private car usage is the IRS rate allowance per mile (or the equivalent outside the United States) plus the actual cost of tolls and parking.

- Round-trip transportation to the office is not charged separately for attorneys who work weekends or holidays, nor is transportation home on business days when an attorney works past a certain hour (typically 8:30 p.m.).

- Local travel for support staff is not charged when a staff member works after 8:00 p.m. specifically for the client.

**III. Word Processing and Secretarial and other Special Task-Related Services.** Routine secretarial tasks (correspondence, filing, travel and/or meeting arrangements, etc.) are not charged to clients. There is no separate charge for word processing and secretarial services associated with preparing legal documents.

Multi-function personnel, such as qualified secretaries and word processors, may also perform other specialized tasks (such as EDGAR filings or legal assistant services). Such work is recorded in the appropriate billing category (for example, legal assistant services are recorded as fee in "Legal Assistant Support" on bills).

**IV. Reproduction and Electronic Document Management.** Photocopying services (including copying, collating, tabbing and velo binding) performed in-house is charged at 10 cents per page, which represents the average internal cost per page. Color photocopies are charged at 50 cents per page (based on outside vendor rates). Photocopying projects performed by outside vendors are billed at the actual invoice amount. Special arrangements can be made for unusually large projects.

Electronic Data Management services (e.g., scanning, OCR processing, printing from scanned files, and conversions) performed by outside vendors are billed at the actual invoice amount and those performed in-house are billed at rates comparable to those charged by outside vendors.

**V. Electronic Communications:** Clients are charged for communications services as follows:

- **Telephone Charges.** There is no charge for local telephone calls or facsimile services. Long distance telephone calls made from the Firm are charged based on applicable rates in tariff tables and are allocated

*within a client based on the hours worked by attorneys on various matters for that client. Collect, credit card and third party calls are charged at the vendor rate plus applicable taxes and are assigned to the specific matter for which such charges were incurred.*

- *Facsimile Charges.* *There is no charge for outgoing or incoming facsimiles.*

*VI. Postage and Courier Services.* *Outside messenger and express carrier services are charged at the actual vendor invoice amount which frequently involves discounts negotiated by the Firm. Postage is charged at actual mail rates. On certain occasions, internal staff may be required to act as messengers; a standard rate is charged for their time.*

*VII. UCC Filing and Searches.* *Charges for filings and searches, in most instances, are based on standard amounts determined by the vendor. Unusual filings and searches will be charged based on vendor invoice.*

*VIII. Meals.* *Business meals with a client are charged at actual cost. Luncheon and dinner meetings with the client at the Firm are charged based on the costs developed by our food service vendor. Breakfast, beverage and snack services at the Firm's offices are not charged, except in unusual circumstances. Overtime meals are not charged separately to clients.*

*IX. Direct Payment by Clients of Other Disbursements.* *Other major disbursements incurred in connection with an engagement will be paid directly by the client. (Those which are incurred and paid by the Firm will be charged to the client at the actual vendor's invoice amount.) Examples of such major disbursements that clients will pay directly include:*

- *Professional Fees* *(including disbursements for outside professional services such as local counsel, accountants, witness and other professional fees).*
- *Filing/Court Fees* *(including disbursements for agency fees for filing documents, standard witness fees, juror fees).*
- *Transcription Fees* *(including disbursements for outside transcribing agencies and courtroom stenographer transcripts).*
- *Other Disbursements* *(including any other required out-of-pocket expenses incurred for the successful completion of a matter).*

\* \* \* \* \*

**CONFIDENTIAL**

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**  
**& AFFILIATES**

**STANDARD BUNDLED HOURLY TIME CHARGE SCHEDULE\***

**September 1, 2005**

	<b><u>Rate</u></b>
<b><u>PARTNERS and OF COUNSEL:</u></b>	\$585 - \$835
<b><u>COUNSEL/SPECIAL COUNSEL:</u></b>	\$560 - \$640
<b><u>ASSOCIATES:</u></b>	
<b><u>Level</u></b>	
8	\$540
7	510
6	485
5	465
4	440
3	410
2	375
1	295**
<b><u>LEGAL ASSISTANTS:</u></b>	\$ 90 - \$230

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\* These are the Firm's standard hourly fee rates for most attorneys and legal assistants in the Firm's "bundled rate" structure for clients who are not billed separately for certain charges (e.g., secretarial and word processing time preparing legal documents, proofreading, facsimile services, overtime meals and overtime travel allowances). In-house reproduction under the bundled rate structure is charged at \$0.10 per page. Please note that in a limited number of cases or for specific types of work (e.g., M&A transactions, certain types of tax matters, etc.), individual rates may be higher or lower than those stated.

\*\* First year associates will move to \$335/hr. after being admitted to the Bar.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:
In re	:
	:
DELPHI CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----X	

Chapter 11  
Case No. 05-44481 (RDD)  
(Jointly Administered)

FINAL ORDER UNDER 11 U.S.C. §§ 327(a) AND 329  
AND FED. R. BANKR. P. 2014 AND 2016 AUTHORIZING EMPLOYMENT  
AND RETENTION OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
AND AFFILIATES AS ATTORNEYS TO DEBTORS

("SKADDEN RETENTION FINAL ORDER")

Upon the application, dated October 8, 2005 (the "Application"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for a final order (the "Final Order") under 11 U.S.C. §§ 327(a) and 329 and Fed. R. Bankr. P. 2014 and 2016, authorizing each of the Debtors to employ and retain the law firm of Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates ("Skadden") under a general retainer as their attorneys; and upon the Affidavit Of Robert S. Miller, Jr. In Support Of Chapter 11 Petitions and First Day Orders, sworn to October 8, 2005, and the Declaration of John Wm. Butler, Jr., a member of the Firm, dated October 8, 2005, in support of the Application (the "Butler Declaration"); and this Court being satisfied with

the representations made in the Application and the Butler Declaration that such attorneys represent no interest adverse to any of the Debtors' estates, that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that their employment is necessary and would be in the best interests of each of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED on a final basis.
2. Subject to the terms of this Final Order, the Debtors' employment of Skadden as their attorneys, effective as of the Application date, to perform the services set forth in the Application and in the engagement letter attached to the Butler Declaration as Exhibit A, is approved under sections 327(a) and 329 of the Bankruptcy Code, and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").
3. Skadden shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules, Local Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), and United States Trustee Guidelines as may then be

applicable, from time to time, and such procedures as may be fixed by order of this Court.

4. Any party-in-interest shall have the right to raise the issue of the application of Skadden's prepetition retainer to postpetition fees and expenses incurred at any time.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

6. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: November 4, 2005  
New York, New York

/s/ Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT C

<b>Matter #</b>	<b>Matter Name</b>
0001	General Corporate Advice
0002	Asset Analysis and Recovery
0003	Asset Dispositions (General)
0005	Asset Dispositions (Real Property)
0006	Automatic Stay (Relief Actions)
0007	Business Operations / Strategic Planning
0008	Case Administration
0009	Claims Admin. (General)
0010	Claims Admin. (Reclamation/Trust Funds)
0013	Creditor Meetings / Statutory Committees
0014	Disclosure Statement / Voting Issues
0015	Employee Matters (General)
0016	Employee Matters (Labor Unions)
0017	Environmental Matters
0018	Executory Contracts (Personalty)
0019	Financing (DIP and Emergence)
0020	Government Affairs
0021	Insurance
0022	Intellectual Property
0024	Leases (Real Property)
0025	Litigation (General)
0026	Litigation (Insurance Recovery)
0027	Liquidation / Feasibility
0028	Nonworking Travel Time
0029	Real Estate (Owned)
0030	Regulatory and SEC Matters
0031	Reorganization Plan / Plan Sponsors
0032	Reports and Schedules

<b>Matter #</b>	<b>Matter Name</b>
0033	Retention / Fee Matters (SASM&F)
0034	Retention / Fee Matters / Objections (Others)
0035	Secured Claims
0036	Tax Matters
0037	U.S. Trustee Matters
0038	Utilities
0039	Supplier Matters
0040	Customer Matters (General)
0041	Customer Matters (GM)
0042	Employee Matters (Pension)
0043	Employee Matters (Retirees/OPEB)
0044	Financing (Global Subsidiaries)
0045	Global Subsidiaries (Non-U.S.)

**SKADDEN BUSINESS STATISTICS  
AND SUMMARY OF ATTORNEY TIME  
FOR THE APPLICATION PERIOD  
October 8, 2005 through January 31, 2006**

Total Fees Recorded: \$9,942,264

Actual Fees Requested: \$9,200,920

Total Hours Recorded

Partners:	4,450.3 (22%)
Counsel:	1,554.5 (8%)
Associates:	10,847.6 (53%)
Legal Assistants:	3,623.7 (18%)
Total Hours:	20,476.0

Total Hours Requested

Partners:	4,394.4 (35%)
Counsel:	1,503.9 (9%)
Associates:	10,258.2 (51%)
Legal Assistants:	2,851.7 (5%)
Total Hours:	19,008.2

Blended Hourly Rate: \$449

Total Charges and Disbursements Recorded: \$694,237

Actual Charges and Disbursements Billed: \$622,420

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	.	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-1  
CASE ADMINISTRATION  
3,484.0 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Case Administration**

**Bill Date: 12/30/05  
Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
BERLIN K	11/21/05	1.20	REVIEW OF CASE ADMINISTRATION BINDER (1.2).
		1.20	
BUTLER, JR. J	10/08/05	6.10	PREPARE FOR (3.8) AND PARTICIPATE (2.3) IN BRIDGE ORDER HEARING (INCLUDING RECESSES) BEFORE JUDGE GONZALEZ IN NEW YORK BANKRUPTCY COURT.
BUTLER, JR. J	10/09/05	2.90	FOLLOW-UP ON BRIDGE ORDER HEARING (0.2); PREPARE FOR AND CONDUCT TELECONFERENCES WITH KCC (0.3) AND SITRICK (0.2) RE WEBSITE COORDINATION; CONTINUE TO PREPARE FOR FIRST DAY HEARINGS INCLUDING REVIEW OF PROFFERS AND DIRECT TESTIMONY OUTLINES (1.9); REVIEW STATUS AND TIMELINE FOR FILING OF THREE ADDITIONAL SUBSIDIARIES (0.3).
BUTLER, JR. J	10/10/05	4.30	CONTINUE TO PREPARE FOR OCTOBER 11TH FIRST DAY ORDER HEARING IN NEW YORK BANKRUPTCY COURT (2.7); REVIEW BLACKLINES OF ALL BRIDGE ORDERS (0.4); REVIEW FURTHER COMMENTS OF UST RE FIRST DAY ORDERS (0.4); PREPARE FOR (0.2) AND PARTICIPATE IN (0.6) TELECONFERENCE WITH D. MARTINI, A. LEONHARD AND T. DAVIS RE UST COMMENTS ON FIRST DAY ORDERS.
BUTLER, JR. J	10/11/05	6.70	PREPARE FOR (2.8) AND PARTICIPATE IN (1.9) FIRST DAY ORDER HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT (1.3); SEVERAL TELECONFERENCES WITH CHAMBERS RE FIRST DAY HEARING AND RELATED MATTERS (0.2, 0.3, 0.1, 0.1).
BUTLER, JR. J	10/14/05	0.40	REVIEW MATTERS RELATED TO THE FILING OF THREE ADDITIONAL DEBTORS (0.4).
BUTLER, JR. J	10/21/05	1.20	BEGIN TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT (0.9); TELECONFERENCE WITH S. CORCORAN AND J. PAPELIAN RE SAME (0.3).
BUTLER, JR. J	10/24/05	0.60	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	10/25/05	1.60	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE REVIEW AND REVISION OF DRAFT AGENDA (0.4) AND REVIEW OF VARIOUS ADJOURNED AND UNCONTESTED MATTERS (1.2).
BUTLER, JR. J	10/26/05	2.80	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE FINALIZATION OF OCTOBER 27TH HEARING AGENDA (0.3) AND FINAL PREPARATION FOR ALL ADJOURNED, SETTLED AND UNCONTESTED MATTERS (1.8); TELECONFERENCE WITH S. CORCORAN RE HEARING MATTERS (0.3); EMAILS FROM/TO R. ROSENBERG RE VARIOUS MOTIONS (0.4).
BUTLER, JR. J	10/27/05	2.70	PREPARE FOR (1.3) AND ATTEND (1.4) OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE ADJOURNED, SETTLED AND UNCONTESTED MATTERS.
BUTLER, JR. J	10/29/05	1.10	FOLLOW-UP FROM OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT (0.6); TELECONFERENCE WITH A. TOGUT RE CASE ADMINISTRATION (0.5).
BUTLER, JR. J	10/31/05	1.20	BEGIN TO PREPARE FOR NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT (0.4); PREPARE FOR (0.2) AND PARTICIPATE IN WORKING GROUP SESSION RE CASE ADMINISTRATION (0.6).
BUTLER, JR. J	11/02/05	0.30	CONTINUE TO PREPARE FOR NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT (0.3).
BUTLER, JR. J	11/03/05	2.50	CONTINUE TO PREPARE FOR NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT INCLUDING REVIEW AND FINALIZE HEARING AGENDA (0.4); PREPARE FOR (0.4) AND ATTEND (1.7) WORKING GROUP MEETING IN NEW YORK.
BUTLER, JR. J	11/04/05	0.70	PREPARE FOR (0.4) AND ATTEND (0.3) ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT.
BUTLER, JR. J	11/06/05	0.90	REVIEW CASE MANAGEMENT MATERIALS (0.4); EMAIL TO B. ADRIAN RE DELPHIDOCKET.COM BANNER (0.2); FOLLOW-UP ON ORDERS, ETC. FROM NOVEMBER 4TH HEARING (0.3).
BUTLER, JR. J	11/09/05	0.60	REVIEW CASE MANAGEMENT MATERIALS (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	11/18/05	2.10	PREPARE FOR (0.3) AND PARTICIPATE IN (1.8) WEEKLY WORKING GROUP STRATEGY TELECONFERENCE.
BUTLER, JR. J	11/23/05	2.60	BEGIN TO PREPARE FOR NOVEMBER 29TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT INCLUDING REVIEW AND COMMENT ON DRAFT OMNIBUS HEARING AGENDA (0.4); PREPARE FOR (0.2) AND PARTICIPATE IN (1.1) CONFERENCE CALL WITH WORKING GROUP RE CURRENT STATUS OF 32 MATTERS LISTED ON DRAFT AGENDA AND NEXT STEPS; REVIEW PLEADINGS (0.6); REVIEW CASE MANAGEMENT MATERIALS (0.3).
BUTLER, JR. J	11/26/05	1.20	CONTINUE TO PREPARE FOR NOVEMBER 29TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE ADJOURNED AND UNCONTESTED MATTERS (1.2).
BUTLER, JR. J	11/27/05	1.90	CONTINUE TO PREPARE FOR NOVEMBER 29TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE ADJOURNED AND UNCONTESTED MATTERS (1.9).
BUTLER, JR. J	11/28/05	1.70	CONTINUE TO PREPARE FOR NOVEMBER 29TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE ADJOURNED AND UNCONTESTED MATTERS (1.7).
BUTLER, JR. J	11/29/05	1.30	PREPARE FOR (0.3) AND ATTEND (1.0) OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE ADJOURNED AND UNCONTESTED MATTERS.
		47.40	
LYONS JK	10/17/05	2.90	REVIEW OF NUMEROUS PLEADINGS AND CORRESPONDENCE AND DELEGATED TASKS (2.9).
LYONS JK	10/24/05	3.20	REVIEW OF NUMEROUS PLEADINGS, CORRESPONDENCE, REQUESTS, RECLAMATION DEMANDS AND COORDINATED RESPONSES THERETO (3.2).
LYONS JK	11/03/05	2.80	SENIOR TEAM MEETING RE VENDORS, 1113 ISSUES, HEARING ISSUES, AND OTHER MATTERS (2.8).
LYONS JK	11/11/05	1.60	PARTICIPATION IN LEGAL CALL AND VARIOUS CASE MATTERS (1.6).
		10.50	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	10/08/05	4.40	PREPARE FOR AND ATTEND FIRST DAY HEARING BEFORE JUDGE GONZALEZ (2.8); MEETING WITH D. MARTINI, T. HOPE DAVIS AND A. LEONHARD IN ADVANCE OF COURT HEARING (0.8); MEETING WITH S. CORCORAN, K. CRAFT AND J. SHEEHAN IN ADVANCE OF HEARING (0.8).
MARAFIOTI KA	10/09/05	3.70	MEETING WITH FTI, ROTHSCHILD, SHEARMAN, & DELPHI RE PREPARATION FOR FIRST-DAY HEARINGS (3.3); FOLLOW UP CONFERENCES RE SAME (0.4).
MARAFIOTI KA	10/10/05	6.50	TELECONFERENCE WITH MARTINI, LEONHARD AND DAVIS RE FIRST-DAY MOTIONS AND ORDERS (0.9); REVISE ALL FIRST-DAY ORDERS (2.6); MEETING WITH SENIOR MANAGEMENT TEAM, SHEARMAN, ROTHSCHILD, O'MELVENY, SITRICK, FTI IN PREPARATION FOR FIRST-DAY HEARINGS (3.0).
MARAFIOTI KA	10/11/05	15.70	CONTINUED REVISION OF ALL FIRST-DAY ORDERS TO INCORPORATE CHANGES REQUESTED BY PARTIES IN INTEREST (3.7); MEETINGS WITH CLIENT AND PREPARATION FOR FIRST-DAY HEARINGS (8.2); ATTEND HEARINGS BEFORE JUDGE DRAIN (3.0); CONFERENCES WITH COUNSEL IN COURT (0.8).
MARAFIOTI KA	10/12/05	6.80	CONTINUED REVISIONS TO ALL FIRST-DAY ORDERS & DELIVERY OF SAME TO CHAMBERS (6.8).
MARAFIOTI KA	10/13/05	2.30	DOCKET REVIEW (0.7); ANALYZE POSSIBLE FILINGS BY FURAKAWA & DELPHI RECEIVABLES LLC (1.6).
MARAFIOTI KA	10/14/05	2.80	TELECONFERENCE WITH J. SHEEHAN AND D. RESNICK IN PREPARATION FOR MEETING WITH U.S. TRUSTEE (0.9); TELECONFERENCE WITH MARTINI, DAVIS LEONHARD & SHEEHAN (0.7); FOLLOW UP (0.1); REVIEW CORRESPONDENCE (0.3); WORK ON SECOND JOINT ADMINISTRATION MOTION (0.4) AND ADDITIONAL DEBTORS' MOTION (0.4).
MARAFIOTI KA	10/16/05	0.20	REVIEW CORRESPONDENCE RE FILINGS BY ADDITIONAL THREE DEBTORS AND MOTIONS NOTICED FOR 10/27 & 11/29 (0.2).
MARAFIOTI KA	10/18/05	1.50	APPEARED BEFORE JUDGE DRAIN AT HEARING ON JOINT ADMINISTRATION MOTION FOR FURAKAWA, DELPHI RECEIVABLES & MOBILEARIA & MOTION RE APPLICATION OF OTHER ORDERS TO NEW DEBTORS, AND CONFERRED WITH COUNSEL TO CREDITORS' COMMITTEE, SHEARMAN, & RICHARD MORRISSEY IN COURT (1.1); REVISED APPLICABILITY ORDER (0.1); REVIEWED MISCELLANEOUS CORRESPONDENCE (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	10/19/05	0.10	REVISED ORDER RE GENERAL APPLICABILITY OF PRIOR ORDERS TO NEW DEBTOR CASES (0.1).
MARAFIOTI KA	10/20/05	0.20	CORRESPONDENCE TO CLIENT RE U.S. TRUSTEE GUIDELINES (0.2).
MARAFIOTI KA	10/25/05	1.20	WORK ON AGENDA FOR 10/27 HEARING (0.7); REVIEW CORRESPONDENCE FROM VARIOUS PARTIES (0.5).
MARAFIOTI KA	10/26/05	0.20	WORK ON AGENDA FOR 10/27 HEARING (0.2).
MARAFIOTI KA	10/27/05	1.10	MEETING WITH S. CORCORAN, K. CRAFT, D. SHERBIN, J. PAPELIAN RE VARIOUS OUTSTANDING ISSUES (0.6); REVIEW CORRESPONDENCE (0.5).
MARAFIOTI KA	10/28/05	0.90	REVIEW CORRESPONDENCE FORM PARTIES-IN-INTEREST (0.9).
MARAFIOTI KA	10/31/05	1.60	REVIEW PENDING MATTERS IN PREPARATION FOR 11/4 HEARING (1.6).
MARAFIOTI KA	11/01/05	0.40	REVIEW INCOMING CORRESPONDENCE (0.3); REPORT RE US TRUSTEE STATEMENTS RE 11/4 HEARING (0.1).
MARAFIOTI KA	11/02/05	0.70	REVIEWED CORRESPONDENCE RECEIVED FROM VARIOUS PARTIES (0.7).
MARAFIOTI KA	11/03/05	5.40	MEETING WITH INTERNAL WORKING GROUP RE CASE MANAGEMENT (4.0); MEETING WITH S. CORCORAN, K. CRAFT, AND J. SHEEHAN RE VARIOUS MATTERS AND PREPARATION FOR HEARING (1.4).
MARAFIOTI KA	11/04/05	4.60	MEETING WITH CLIENT IN PREPARATION FOR HEARINGS (1.3); ATTEND HEARING BEFORE JUDGE DRAIN RE RETENTIONS, SUPPLIERS, FOREIGN VENDORS, HUMAN CAPITAL, RECLAMATION AND CONFER WITH COUNSEL AND ADVISORS TO COMMITTEE (1.7); REVIEW CORRESPONDENCE FROM VARIOUS CREDITORS AND PARTIES IN INTEREST (1.6).
MARAFIOTI KA	11/07/05	0.90	REVIEW INCOMING MAIL CORRESPONDENCE FROM NUMEROUS PARTIES (0.9).
MARAFIOTI KA	11/08/05	0.60	INCOMING CORRESPONDENCE REVIEW & DISSEMINATION (0.6).
MARAFIOTI KA	11/10/05	4.80	REVIEW & WORK ON PENDING MATTERS RE UTILITIES, TRANS EXECUTORY CONTRACTS, NOL ORDER RETENTIONS, AND CASE MANAGEMENT (4.8).
MARAFIOTI KA	11/11/05	0.40	REVIEW CORRESPONDENCE (0.4).
MARAFIOTI KA	11/16/05	2.10	MEETING WITH CLIENT (2.0); CORRESPONDENCE RE CASE PROCESS (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	11/17/05	0.50	REVIEW CORRESPONDENCE (0.5) .
MARAFIOTI KA	11/18/05	0.60	CORRESPONDENCE REVIEW (0.6) .
MARAFIOTI KA	11/20/05	0.40	REVIEW INCOMING CORRESPONDENCE (0.4) .
MARAFIOTI KA	11/21/05	0.70	REVIEWED INCOMING CORRESPONDENCE (0.4); REVIEWED AGENDA DRAFT (0.3) .
MARAFIOTI KA	11/22/05	0.60	WORK ON CASE MANAGEMENT (0.6) .
MARAFIOTI KA	11/23/05	2.70	WORK ON AGENDA FOR NEXT OMNIBUS HEARING (0.3); WORK ON CASE MANAGEMENT (1.2); REVIEW CORRESPONDENCE (0.7); REVIEW MATTERS TO BE HEARD ON 12/16 (0.5) .
MARAFIOTI KA	11/26/05	0.90	REVIEW CORRESPONDENCE FROM VARIOUS PARTIES (0.9) .
MARAFIOTI KA	11/27/05	2.10	REVIEW OMNIBUS HEARING AGENDA AND OPEN MATTERS AND PREPARE FOR HEARING (2.1) .
MARAFIOTI KA	11/28/05	1.70	REVIEW AGENDA FOR OMNIBUS HEARING (0.7); REVIEW PRO HAC VICE APPLICATION FOR D. SPRINGER (0.1); REVIEW INCOMING CORRESPONDENCE (0.9) .
MARAFIOTI KA	11/30/05	1.60	REVIEW CORRESPONDENCE (0.6); WORK ON CASE MANAGEMENT (0.6); UPDATE RE PENDING MATTERS (0.4) .
		<b>80.90</b>	
<b>Total Partner</b>		<b>140.00</b>	
MATZ TJ	10/08/05	7.90	PREPARING FOR BRIDGE ORDER HEARING (4.0); ATTENDING BRIDGE COURT HEARING (2.4); ORGANIZING PLEADINGS IN CONNECTION WITH BRIDGE HEARINGS (1.5) .
MATZ TJ	10/09/05	6.00	PREPARING FOR VIDEO CONFERENCE RE FIRST DAY PREPARATION (1.0); BEGINNING PREPARATION FOR FIRST DAY HEARING (2.0); PARTICIPATING IN VIDEO CONFERENCE WITH WORKING GROUP RE FIRST DAY PLANNING (3.0) .
MATZ TJ	10/10/05	15.50	CONTINUING PREPARATION FOR FIRST DAY HEARINGS, INCLUDING WORKING ON: ORDERS, PROFFERS, WITNESS OUTLINES AND FIRST DAY AGENDA (12.5); REVIEWING AND AMENDING FIRST DAY PLEADINGS RE U.S. TRUSTEE COMMENTS (3.0) .

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	10/11/05	19.10	CONTINUING PREPARATION AND FINALIZATION OF FIRST DAY PLEADINGS AND HEARING MATERIALS, INCLUDING FINALIZING ORDERS, PROFFERS AND WITNESS OUTLINES AS PER COMMENTS FROM GENERAL MOTORS, U.S. TRUSTEE, THE PREPETITION LENDERS AND UNIONS (11.7); REVIEW AND REVISE ALL PLEADINGS AND PUT INTO BLACK-LINE FORMAT FOR COURT DISTRIBUTION (3.8); PARTICIPATE IN WORKING GROUP SESSIONS TO ASSEMBLE COMMENTS TO FIRST DAY ORDERS AS PER FIRST DAY HEARING (2.6) REVISING ORDERS ACCORDINGLY (1.0).
MATZ TJ	10/12/05	12.30	CONTINUING TO REVIEW AND REVISE ORDERS AS PER FIRST DAY HEARINGS (1.8); WORKING ON REVISIONS TO FIRST DAY ORDER, INCLUDING BLACK-LINES THEREOF, FOR SUBMISSION TO CHAMBERS FOR DOCKETING (9.5); VARIOUS TELECONFERENCES AND CORRESPONDENCE WITH CHAMBERS RE SAME (1.0).
MATZ TJ	10/13/05	12.00	COMPLETING FIRST DAY REVISION TO ALL RETENTION APPLICATIONS (3.8); PREPARING BLACK LINES THEREOF FOR CHAMBERS AND LIAISING WITH CHAMBERS RE DOCKETING OF RETENTIONS (2.9); OTHER FIRST DAY ORDERS (1.0); REVIEWING AND FINALIZATION OF ORDINARY COURSE PROFESSIONALS, INTERIM COMPENSATION AND INSURANCE PREMIUM FINANCING, AND KECP MOTIONS FOR FILING AND NOTICING (1.8); WORKING ON POTENTIAL ADDITIONAL FILERS AND PLEADINGS (1.7); WORKING WITH NOTICING AGENT RE UPDATING AND REVISIONS TO DELPHI WEBSITE (0.8).
MATZ TJ	10/14/05	2.80	PREPARING FILING MATERIALS RE 3 NEW FILERS (0.8); REVIEWING AND REVISING MOTIONS FOR JOINT ADMINISTRATION AND GENERAL APPLICABILITY OF EXISTING FIRST DAY ORDERS TO ADDITIONAL FILERS (2.0).
MATZ TJ	10/16/05	1.30	PREPARATION OF MATERIALS RE FIRST-DAY HEARING BINDER, INCLUDING REVIEWING PROFFERS, FOR THREE ADDITIONAL FILERS (1.3).
MATZ TJ	10/17/05	1.30	PREPARATION FOR FIRST DAY HEARING FOR 3 ADDITIONAL FILES (1.0); TELECONFERENCE WITH CHAMBERS RE ADJOURNMENT (0.2); FOLLOW UP WITH U.S. TRUSTEE RE SAME (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	10/18/05	6.30	PREPARING AND FINALIZING ADDITIONAL DEBTORS ORDERS, HEARING MATERIALS AND PROFFERS FOR ADDITIONAL DEBTORS FIRST DAY HEARING (2.3); ATTENDING ADDITIONAL DEBTORS FIRST-DAY HEARINGS (1.1); PREPARING AND FORWARDING TO CHAMBERS FOR DOCKETING THE SECOND JOINT ADMINISTRATION AND ADDITIONAL DEBTORS ORDERS (2.1); REVIEW AND REVISE CASE CALENDAR FOR DISTRIBUTION TO TEAM (0.8).
MATZ TJ	10/19/05	2.60	REVISING EXHIBIT FOR ADDITIONAL DEBTORS MOTION FOR SUBMISSION TO CHAMBERS (0.4); TELECONFERENCES AND CORRESPONDENCE WITH CHAMBERS RE FINALIZING ADDITIONAL DEBTORS MOTION FOR DOCKETING (0.8); TELECONFERENCE AND CORRESPONDENCE WITH CHAMBERS RE FINALIZING ADDITIONAL DEBTORS MOTION FOR NOTICING (0.2); STATUS CONFERENCE WITH NOTICING AGENT RE SERVICE MATTERS AND AFFIDAVITS OF SERVICE FOR 1ST OMNIBUS HEARING AND FOLLOW UP RE SAME (0.9); TELECONFERENCE WITH IRS RE SERVED MATERIALS AND FOLLOW UP RE SAME (0.3).
MATZ TJ	10/20/05	1.30	REVISIONS TO AND FINALIZING ORDERS FOR 10/27 OMNIBUS HEARING AND WORKING ON AGENDA ITEMS (0.7); TELECONFERENCE WITH CHAMBER RE HEARING AGENDA AND DOCKET ORDERS (0.4); FOLLOW UP RE SAME (0.2).
MATZ TJ	10/24/05	3.60	WORKING ON AGENDA, TRACKING VARIOUS OBJECTIONS FOR AGENDA, PROPOSED ORDERS, REVIEWING AND REVISING PROFFERS FOR FIRST OMNIBUS HEARING OCTOBER 27 (3.6).
MATZ TJ	10/25/05	7.20	CONTINUING REVIEWING AND REVISING VARIOUS ORDERS, HEARING OUTLINES, PROFFERS AND AGENDA FOR THE FIRST OMNIBUS HEARING MATTER (7.2).
MATZ TJ	10/26/05	8.80	CONTINUING REVIEWING AND REVISING OF ORDERS TO FINALIZE FOR FIRST OMNIBUS HEARING AND ADJOURNMENT MATTERS (UTILITIES) INCLUDING: 2 CONTRACT REJECTIONS AND 1 CONTRACT ASSUMPTION MOTION, CASH MANAGEMENT, INSURANCE FINANCING, AND DE MINIMIS ASSET SALES AND PROVIDING CLEAN AND BLACK-LINED COPIES OF ALL ORDERS TO CHAMBERS (7.1); CONTINUING REVIEWING AND REVISING ALL PROFFERS IN RESPECT THEREOF (1.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	10/27/05	11.90	FINAL REVISIONS TO AND REVIEW OF HEARING MATERIALS, ALL ORDERS (CLEAN AND BLACK-LINED) AND PROFFERS BINDERS FOR FIRST DAY OMNIBUS HEARING (4.2); ATTENDING FIRST OMNIBUS HEARING (6.8); ORGANIZING MATERIALS AND DOCUMENTS FROM COURT (0.4); TELECONFERENCES WITH CHAMBERS RE UNAMENDED ORDERS AND DOCKETING THEREOF (0.5).
MATZ TJ	10/28/05	2.20	LIAISING WITH CHAMBERS AND VARIOUS PARTIES RE DOCKETING OF ORDERS FROM FIRST OMNIBUS HEARING (INCLUDING THE DIP FINANCING ORDER) AND FOLLOW UP CALLS AND CORRESPONDENCE WITH VARIOUS PARTIES IN RESPECT THEREOF (2.2).
MATZ TJ	10/30/05	2.00	REVIEW AND REVISE PROPOSED AGENDA FOR NOVEMBER 4TH HEARING AND ALL DRAFT ORDERS IN RESPECT THEREOF (2.0).
MATZ TJ	10/31/05	1.00	TELECONFERENCE WITH TEAM MEMBERS RE PREPARATION FOR NOVEMBER 4TH HEARING RE RETENTIONS, INTERIM COMPENSATION, ORDINARY COURSE PROFESSIONALS, AND CREDITOR COMMITTEE OBJECTIONS (1.0).
MATZ TJ	11/01/05	0.80	WORKING ON CASE CALENDAR AND UPDATING SAME (0.8).
MATZ TJ	11/02/05	2.80	REVIEW AND REVISE PROFFERS AND PROPOSED AGENDA FOR NOVEMBER 4 HEARING (2.5); TELECONFERENCE WITH CHAMBER RE VARIOUS MATTERS FOR NOVEMBER 4 HEARING (0.3).
MATZ TJ	11/03/05	6.00	COMPLETING HEARING AGENDA (0.6); TELECONFERENCES WITH U.S. TRUSTEE RE HEARING AND SIGN OFF ON VARIOUS ORDERS FOR SAME (0.3); STATUS CALL WITH CHAMBERS RE HEARING MATTERS (0.6); REVIEW, REVISE AND FINALIZE ALL PROFFERS, SCRIPTS, Q&AS, AND HEARING MATERIALS (4.5).
MATZ TJ	11/04/05	4.50	FINAL PREPARATION FOR NOVEMBER 4 COURT HEARING (2.0); ATTENDING COURT HEARING (2.5).
MATZ TJ	11/08/05	0.60	STATUS DISCUSSIONS RE MOTIONS FOR FINALIZING AND FILING FOR SECOND OMNIBUS HEARING (11/29) (0.4); TELECONFERENCES AND FOLLOW UP RE IRS SERVICE (0.2).
MATZ TJ	11/09/05	1.00	REVIEWING EMAILS AND GENERAL CORRESPONDENCE, FOLLOW UP CALLS WITH PEOPLE ON CALL LOG (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	11/10/05	3.70	SEVERAL GENERAL INQUIRY CALLS (0.6); CORRESPONDENCE WITH M. BRONDE RE SERVICE MATTER (0.3); TELECONFERENCE WITH TEAM RE ORGANIZATIONAL AND OMNIBUS HEARING MATTERS (0.8); FOLLOW UP CALLS WITH PEOPLE ON CALL LOG (2.0).
MATZ TJ	11/11/05	1.60	CONTINUING WORK ON GOING MATTERS AND PREPARATION FOR THE NOVEMBER 29 OMNIBUS HEARING (1.2); TELECONFERENCE WITH CHAMBERS RE SAME AND RETENTION APPLICATION HEARING (0.4).
MATZ TJ	11/14/05	2.10	PREPARE FOR AND PARTICIPATE IN ASSOCIATE STATUS CALL RE OUTSTANDING MATTERS AND NOVEMBER 29 HEARING (1.0); FOLLOW UP WORK RE SET-OFF LIFT STAY MOTION AND OTHER SET-OFF REQUEST (0.7); TELECONFERENCE WITH CHAMBER RE SCHEDULING MATTERS (0.4).
MATZ TJ	11/16/05	0.50	PREPARING AGENDA FOR 11/18 SENIOR STRATEGY MEETING (0.5).
MATZ TJ	11/22/05	2.50	CONTINUING PREPARATION OF PROPOSED HEARING AGENDA FOR 11/29 HEARING (0.7); CORRESPONDENCE AND CALLS WITH COUNSEL RE SAME (0.6); TELECONFERENCE WITH CHAMBERS RE STATUS OF AGENDA ITEMS (0.4); CONTINUING WORK ON VARIOUS PROFFERS AND SCRIPTS FOR 11/29 HEARING (0.8).
MATZ TJ	11/23/05	1.30	PARTICIPATE IN CONFERENCE CALL RE PROPOSED NOV. 29 HEARING AGENDA AND ALL OUTSTANDING MATTERS (1.3).
MATZ TJ	11/26/05	2.50	ALL CORRESPONDENCE AND CALLS RE OUTSTANDING ISSUES AND STATUS OF ALL MATTERS ON CALENDAR FOR OMNIBUS HEARING ON NOVEMBER 29TH (2.5).
MATZ TJ	11/27/05	4.20	CONTINUING UPDATING MATTERS AND RESPONSES RE PROPOSED AGENDA FOR NOVEMBER 29TH HEARING (2.7); CORRESPONDENCE WITH COUNSEL RE SAME (1.0); TELECONFERENCE WITH CHAMBERS RE SAME (0.5).
MATZ TJ	11/28/05	4.60	REVIEW AND REVISED PROPOSED HEARING AGENDA FOR NOV. 29 SECOND OMNIBUS HEARING (1.6); REVIEW AND REVISE VARIOUS SCRIPTS, PROFFERS AND MATERIALS FOR HEARING (2.4); CORRESPONDENCE IN RESPECT THEREOF (0.6).
MATZ TJ	11/29/05	8.70	FINAL PREPARATION OF MATERIALS FOR SECOND OMNIBUS HEARING (1.5); ATTEND HEARING (7.0); TELECONFERENCES WITH CHAMBERS RE ORDERS FOR DOCKETING (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	11/30/05	2.00	REVIEW AND FINALIZE NOVEMBER 29 ORDER FOR COURT AND TELECONFERENCES AND CORRESPONDENCE RE SAME (2.0).
		<b>174.50</b>	
<b>Total Counsel</b>		<b>174.50</b>	
DE ELIZALDE D	10/12/05	13.80	REVIEWED AND REVISED ORDERS AS PER FIRST DAY HEARINGS (1.8); PREPARED ORDERS FOR FILING (2.5); SUPERVISED LEGAL ASSISTANTS IN FILING AND SERVICING ORDERS INCLUDING BLACK-LINES THEREOF, FOR SUBMISSION TO CHAMBERS FOR DOCKETING (9.5).
DE ELIZALDE D	10/14/05	7.50	PREPARED FILING MATERIALS RE 3 NEW FILERS (2.5); REVIEWING AND REVISING MOTIONS FOR JOINT ADMINISTRATION AND GENERAL APPLICABILITY OF EXISTING FIRST DAY ORDERS TO ADDITIONAL FILERS (3.8); FILING OF RESOLUTION RE DELPHI CORPORATION (1.2).
DE ELIZALDE D	10/17/05	2.40	ORGANIZED AND SUPERVISED SERVICE OF NOTICE OF MOTIONS (2.4).
DE ELIZALDE D	10/18/05	2.10	SUPERVISED SERVICE OF NOTICES AND APPLICATIONS (2.1).
DE ELIZALDE D	10/19/05	2.90	ORGANIZATIONAL CONFERENCE CALL RE HEARING ON THE 27TH (0.5); CONFERENCE CALL WITH KCC RE GENERAL GUIDELINES FOR SERVICE (0.6); PREPARATION FOR HEARING (1.2); UPDATING OF MASTER SERVICE LIST AND 2002 LIST (0.3); SERVICING JOINT ADMINISTRATION ORDER (0.2); FILING FURUKAWA RESOLUTION (0.1).
DE ELIZALDE D	10/20/05	3.80	PREPARATION FOR HEARING (1.3); REVIEWING ORDERS TO BE SUBMITTED TO COURT (2.5).
DE ELIZALDE D	10/21/05	1.70	REVIEWED AND REVISED NOTICE OF COMMENCEMENT AND ORGANIZED SERVICE (1.7).
DE ELIZALDE D	10/24/05	0.50	REVIEWED AND REVISED NOTICE OF COMMENCEMENT AND ORGANIZED SERVICE (0.3); REVIEWED DOCKET (0.2).
DE ELIZALDE D	10/25/05	5.10	PREPARATION FOR HEARING: COORDINATED PUTTING TOGETHER THE HEARING BINDER, THE PROFFER BINDER, AND THE CERTIFICATE OF SERVICE BINDER (3.9); DRAFTING PROPOSED AGENDA (1.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	10/26/05	6.70	PREPARATION FOR HEARING: COORDINATED PUTTING TOGETHER THE HEARING BINDER, THE PROFFER BINDER, AND THE CERTIFICATE OF SERVICE BINDER (3.3); DRAFTING, FILING AND SERVING PROPOSED AGENDA (2.7); COORDINATED SERVICE OF DIP RESPONSE (0.7).
DE ELIZALDE D	11/01/05	3.60	REVIEWED AND REVISED PROPOSED ORDERS TO BE SENT TO THE COURT (1.8); PREPARATION FOR HEARING (1.1); DRAFTING HEARING AGENDA (0.7).
DE ELIZALDE D	11/02/05	1.30	SUPERVISING SERVICE OF ORDERS ENTERED ON OCTOBER 27, 2005 (0.9); UPDATE RE 2002 LIST (0.4).
DE ELIZALDE D	11/03/05	2.40	OVERSAW SERVICE OF ORDERS TO SHOW CAUSE, NOTICE OF COMMENCEMENT AND RESPONSES TO OBJECTIONS (2.4).
DE ELIZALDE D	11/04/05	6.90	PREPARATION FOR HEARING (2.5); ATTENDING HEARING (2.0); SUPERVISED SERVICE OF ORDERS AND KECP MOTION (2.4).
DE ELIZALDE D	11/07/05	2.40	SUPERVISED AND COORDINATED SERVICE OF FINAL ORDERS RE SKADDEN RETENTION, OCP AND RECLAMATION (2.4).
DE ELIZALDE D	11/10/05	1.00	WEEKLY ORGANIZATIONAL CALL (1.0).
DE ELIZALDE D	11/14/05	0.50	DOCKET REVIEW (0.5).
DE ELIZALDE D	11/16/05	0.50	REVIEWED DOCKET (0.2); COORDINATED SERVICE (0.3).
DE ELIZALDE D	11/18/05	0.80	CONFERENCE CALL WITH TEAM RE STATUS OF THE NEXT OMNIBUS HEARING (0.8).
DE ELIZALDE D	11/23/05	2.20	OVERSIGHT OF PREPARATION OF HEARING BINDERS (1.7) ANALYSIS OF CASE MANAGEMENT ORDER RE OBJECTION DEADLINES (0.5).
		<b>68.10</b>	
FERN BM	11/14/05	1.20	FORMULATE STRATEGY RE 11/29 OMNIBUS HEARING (1.0); REVIEWED DOCKET FOR NEW PLEADINGS (0.2).
FERN BM	11/21/05	1.20	REVIEWED DOCKET FOR NEW PLEADINGS (0.2); FORMULATE STRATEGY RE 11/29 HEARING (1.0).
FERN BM	11/28/05	2.10	REVIEWED AGENDA FOR 11/29 HEARING (0.4); ATTENTION TO DOCUMENTS IN PREPARATION FOR 11/29 HEARING (1.7).
FERN BM	11/29/05	0.40	RESEARCH RE MAILING MATRIX REQUIREMENTS (0.4).
		<b>4.90</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	10/08/05	7.30	ASSIST IN FILING OF PETITIONS AND FIRST DAY MOTIONS AND IN PREPARATION OF MATERIALS FOR BRIDGE HEARING (7.3) .
HERRIOTT AV	10/10/05	13.80	CONTINUE PREPARATION FOR FIRST DAY HEARING INCLUDING DRAFTING SCRIPTS, PROFFERS AND Q&AS, AND PREPARING EXHIBITS (13.8) .
HERRIOTT AV	10/11/05	13.20	CONTINUE PREPARATION FOR HEARING (5.2); ATTEND HEARING (3.5); BEGIN POST-HEARING WORK INCLUDING COMPILING EDITS TO ORDERS AND ASSEMBLING MATERIALS (4.5) .
HERRIOTT AV	10/12/05	2.80	CONTINUE EDITING FIRST DAY ORDERS FOR SIGNATURE BY THE COURT (1.6); PREPARED FIRST DAY HEARING MATERIALS FOR DISTRIBUTION (1.2) .
HERRIOTT AV	10/13/05	2.10	REVIEW DELPHIDOCKET FOR CONTENT AND UPDATE WHERE APPROPRIATE; SORT LETTER CORRESPONDENCE (2.1) .
HERRIOTT AV	10/14/05	4.20	BEGIN ASSEMBLING CASE CALENDAR, HEARING PLANNER, MOTION SUMMARY CHART AND OTHER ADMINISTRATIVE MATERIALS (2.9); RETURN CALLS MADE TO THE HOTLINE (1.3) .
HERRIOTT AV	10/17/05	4.80	CONTINUE EDITING MOTION SUMMARY CHART, HEARING PLANNER, AND CASE CALENDAR (4.8) .
HERRIOTT AV	10/18/05	3.10	EDIT CASE ADMINISTRATION MATERIALS, INCLUDING MOTION SUMMARY CHART, CASE CALENDAR AND HEARING PLANNER (2.3); RETURN CALLS FROM SKADDEN HOTLINE (0.8) .
HERRIOTT AV	10/19/05	1.90	REVIEW AND UPDATE CASE ADMINISTRATION MATERIALS (0.6); RETURN CALLS FROM SKADDEN HOTLINE (0.9) AND ANSWER MISCELLANEOUS QUESTIONS (0.4) .
HERRIOTT AV	10/20/05	1.90	UPDATE CASE ADMINISTRATION ITEMS (0.6); RETURN CALLS FROM SKADDEN HOTLINE (1.3) .
HERRIOTT AV	10/21/05	1.60	EDIT MATERIALS FOR CASE ADMINISTRATION BINDERS (1.6) .
HERRIOTT AV	10/24/05	1.30	REVIEW OBJECTIONS FOR CASE ADMINISTRATION MATERIALS (1.3) .
HERRIOTT AV	10/25/05	3.80	REVIEW AND UPDATE HEARING AGENDA FOR FIRST OMNIBUS HEARING (2.4); REVIEW OTHER HEARING PREPARATION MATTERS (1.4) .

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	10/26/05	10.90	PREPARE FOR HEARING INCLUDING HEARING BOOK, PROFFER BOOK, ORDERS, AND OTHER ITEMS (8.9); HEARING STRATEGY MEETING WITH ATTORNEYS (0.8); HEARING PREPARATION PLANNING SESSION WITH LEGAL ASSISTANTS (1.2).
HERRIOTT AV	10/27/05	11.30	UPDATE CASE ADMINISTRATION BINDER (1.6); REVIEW AND RESPOND TO ADMINISTRATIVE POST-HEARING ITEMS (0.9); PREPARE FOR, ATTEND, AND ASSIST WITH EXHIBITS AND OTHER DOCUMENTS AT FIRST OMNIBUS HEARING (8.8).
HERRIOTT AV	10/28/05	3.80	UPDATE AND REVIEW MATERIALS FOR CASE ADMINISTRATION BINDER INCLUDING CASE CALENDAR, HEARING PLANNER, TASK LIST, WORKING GROUP LIST, MOTION SUMMARY CHART (3.8).
HERRIOTT AV	10/31/05	2.50	BEGIN PREPARING FOR NOV. 4 HEARING (2.5).
HERRIOTT AV	11/01/05	1.50	UPDATE HEARING PLANNER (0.3); UPDATE AND REVIEW INDEX FOR HEARING (0.9); RESPOND TO TELEPHONE CALLS RE ADMINISTRATIVE MATTERS (0.3).
HERRIOTT AV	11/02/05	2.70	HEARING PREPARATION INCLUDING REVISING TASK LIST, REVIEWING MATERIALS, ETC (2.7).
HERRIOTT AV	11/03/05	3.90	PREPARE FOR HEARING INCLUDING OVERSEEING LEGAL ASSISTANT TASKS (1.2) AND REVIEWING AGENDA, SCRIPTS, AND ORDERS (1.6); UPDATE CASE ADMINISTRATION MATERIALS (1.1).
HERRIOTT AV	11/04/05	2.80	ATTEND HEARING RE ADJOURNED MATTERS AND ASSIST WITH MATTERS AT HEARING (2.8).
HERRIOTT AV	11/07/05	3.20	UPDATE CASE ADMINISTRATION MATERIALS INCLUDING TASK LIST AND HEARING PLANNER (2.7); CONFER WITH OUTSIDE PARTY RE FILING AND FILING ENTITIES (0.5).
HERRIOTT AV	11/08/05	4.90	UPDATE CASE ADMINISTRATION MATERIALS INCLUDING TASK LIST, HEARING PLANNER, MOTION SUMMARY CHART, CASE CALENDAR, ORGANIZATION CHART, ETC (4.9).
HERRIOTT AV	11/09/05	5.80	CASE ADMINISTRATION INCLUDING UPDATING CASE CALENDAR, WORKING GROUP LIST, MOTION SUMMARY CHART AND HEARING PLANNER (3.6); RETURN CALLS FROM THE LEGAL HOTLINE (2.2).
HERRIOTT AV	11/10/05	2.40	FOLLOW UP ON CLIENT EMAILS AND MAIL, ETC. (1.1); STRATEGY MEETING (1.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	11/11/05	0.80	EDIT AND UPDATE WORKING GROUP LIST (0.8).
HERRIOTT AV	11/14/05	3.80	UPDATE CASE ADMINISTRATION MATERIALS INCLUDING WORKING GROUP LIST (0.7); REVIEW EMAILS AND MAIL FOR FOLLOW UP (1.6); RESPOND TO DELPHI LEGAL HOTLINE CALLS (0.4); STRATEGY MEETING (1.1).
HERRIOTT AV	11/16/05	1.10	REVIEW AND RESPOND TO EMAILS AND VOICEMAILS ON A VARIETY OF ISSUES (1.1).
HERRIOTT AV	11/17/05	1.30	REVIEW AGENDA FOR OMNIBUS HEARING (0.6); REVIEW EMAILS AND OTHER ADMINISTRATIVE MATTERS (0.7).
HERRIOTT AV	11/18/05	4.80	UPDATE CASE ADMINISTRATION BINDER INCLUDING CASE CALENDAR, MOTION SUMMARY CHART AND HEARING PLANNER AND COORDINATE PRODUCTION (4.2); EDIT AGENDA (0.6).
HERRIOTT AV	11/21/05	3.20	REVIEW HEARING AGENDA (1.1); DRAFT SCRIPT LIST (0.3); UPDATE TASK LIST (0.3); STRATEGY MEETING (0.9); UPDATE CASE ADMINISTRATION MATERIALS INCLUDING CALENDAR (0.6).
HERRIOTT AV	11/22/05	0.40	CONTINUE HEARING PREPARATION FOR 11/29 HEARING (0.4).
HERRIOTT AV	11/23/05	6.90	REVIEW DELPHI MAIL FOR MATTERS REQUIRING RESPONSE (1.4); DRAFT PROTOCOLS (0.2); UPDATE CASE ADMINISTRATION MATERIALS INCLUDING MOTION SUMMARY CHART AND HEARING PLANNER (3.3); HEARING PREPARATION INCLUDING REVIEWING AGENDA AND OBJECTIONS AND REVIEWING HEARING BINDER (1.1); RETURN CALLS FROM THE DELPHI LEGAL HOTLINE (0.9).
HERRIOTT AV	11/28/05	1.20	GENERAL HEARING PREPARATION AND UPDATING OF CASE MATERIALS (1.2).
HERRIOTT AV	11/29/05	9.10	ATTEND AND ASSIST WITH MATTERS RE SECOND OMNIBUS HEARING (9.1).
HERRIOTT AV	11/30/05	1.60	CASE ADMINISTRATION ITEMS INCLUDING UPDATING HEARING PLANNER AND CASE CALENDAR (0.8); REVIEW MAIL AND EMAIL (0.8).
		151.70	
HUR J	10/10/05	12.50	REVIEW NOTICE REQUIREMENTS ON ALL FIRST DAY MOTIONS/ORDERS/APPLICATIONS AND SUMMARIZE FINDINGS IN CHART; REVIEW AFFIDAVIT OF KCC AND CHECK AGAINST SUMMARY CHART (12.5).

12.50

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	10/08/05	6.80	PREPARED FOR BRIDGE ORDER HEARING AND ASSISTED WITH FILING OF PETITIONS AND FIRST DAY PLEADINGS (6.8).
MEISLER RE	10/09/05	1.00	BEGAN PREPARING FOR FIRST DAY HEARING (1.0).
MEISLER RE	10/10/05	16.40	CONTINUED PREPARING FOR FIRST DAY HEARINGS, INCLUDING DRAFTING SCRIPTS AND PROFFERS, WITNESS OUTLINES, DRAFTING EXHIBITS AND OTHER SUPPLEMENTAL MATERIALS, REVIEWED AND REVISED FIRST DAY HEARING AGENDA (14.6); REVIEWED AND ANALYZED U.S. TRUSTEE COMMENTS TO FIRST DAY PLEADINGS (1.8).
MEISLER RE	10/11/05	19.60	CONTINUED AND FINALIZED PREPARATIONS FOR FIRST DAY HEARINGS, INCLUDING FINALIZED SCRIPTS AND PROFFERS, FINALIZED WITNESS OUTLINES, FINALIZED EXHIBITS AND OTHER SUPPLEMENTAL MATERIALS, FINALIZED FIRST DAY HEARING AGENDAS, REVIEWED COMMENTS TO FIRST DAY ORDERS (12.1); ATTENDED COURT HEARING (3.8); PARTICIPATED IN WORKING GROUP SESSION TO ASSEMBLE COMMENTS TO FIRST DAY ORDERS AS PER FIRST DAY HEARING (2.7); REVIEWED AND REVISED ORDERS ACCORDINGLY (1.0).
MEISLER RE	10/12/05	2.50	CONTINUE TO REVIEW AND REVISE ORDERS PER FIRST DAY HEARING (2.5).
MEISLER RE	10/14/05	9.50	CONTINUE FOLLOW-UP ON FIRST DAY MATTERS (3.3); REVIEWED AND REVISED PETITIONS MOBILEARIA, DELPHI RECEIVABLES LLC AND DELPHI FURUKAWA (4.6); TELECONFERENCES WITH M. MCGUIRE RE SAME (0.5); TELECONFERENCES WITH T. MATZ RE SAME AND MOTIONS TO BE FILED RE SAME (0.5); TELECONFERENCES WITH J. FRIZZLEY RE SAME (0.2); TELECONFERENCES WITH B. KAPLAN RE SAME (0.2); TELECONFERENCE WITH P. LOZANO RE RESOLUTIONS TO FILE MOBILEARIA, DELPHI RECEIVABLES LLC AND DELPHI FURUKAWA (0.2).
MEISLER RE	10/15/05	2.50	REVIEW AND RESPONDED TO COMPANY CORRESPONDENCE (2.5).
MEISLER RE	10/16/05	0.60	ATTENTION TO PLANNING ISSUES (0.6).
MEISLER RE	10/17/05	1.20	CONFERENCE WITH K. CRAFT RE FILINGS (0.3); ATTENTION TO COMPANY CORRESPONDENCE (0.6); REVIEW AND COMMENT ON NOTICES (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	10/18/05	6.60	ATTENTION TO PLANNING MATERIALS, INCLUDING TASK LISTS AND UPCOMING PROJECTS TO BE COMPLETED AND BEGAN TO REVIEW AND REVISE CASE CALENDAR (3.5); TELECONFERENCE WITH B. KAPLAN RE PLANNING FOR OCT. 27 HEARING (0.2); REVIEWED CORRESPONDENCE AND RESPONDED TO SAME RE GENERAL INQUIRIES (2.5); CONFERENCE WITH J. DEMMA AND P. CHOW RE SERVICE (0.4).
MEISLER RE	10/19/05	2.60	ATTENTION TO CASE MANAGEMENT, PROJECT ASSIGNMENT AND SERVICE MATTERS (2.1); TELECONFERENCE WITH KCC RE SERVICE (0.3); DRAFTED CORRESPONDENCE TO KCC RE SAME (0.2).
MEISLER RE	10/20/05	2.80	TELECONFERENCE WITH T. MATZ RE PREPARATION FOR 10/27 HEARING (0.3) REVIEWED CORRESPONDANCE AND RESPONDED (2.4); TELECONFERENCE WITH G. EASTMAN, A RETIREE, RE INQUIRY RE EQUITY OWNERSHIP (0.1).
MEISLER RE	10/21/05	1.00	REVIEWED AND COMMENTED UPON CASE ADMINISTRATION MATERIALS (0.8); TELECONFERENCE WITH K. CRAFT RE UPDATE (0.1); TELECONFERENCE WITH M. LOPEZ RE PETITIONS (0.1).
MEISLER RE	10/22/05	1.10	REVIEWED AND REVISED TASK LIST RE PLANNING (1.1).
MEISLER RE	10/27/05	5.70	CONTINUED GENERAL HEARING PREPARATIONS INCLUDING REVIEW OF SCRIPTS AND EXHIBITS TO ALL NON-DIP RELATED MATTERS (4.2); REVIEWED CORRESPONDENCE AND RESPONDED TO SAME (1.5).
MEISLER RE	10/28/05	1.30	REVIEWED AND RESPONDED TO CORRESPONDENCE (1.3).
MEISLER RE	10/29/05	2.90	CONTINUED TO REVIEW AND RESPOND TO CORRESPONDENCE (2.9).
MEISLER RE	10/30/05	1.10	CONTINUED TO REVIEW AND RESPOND TO CORRESPONDENCE (1.1).
MEISLER RE	10/31/05	0.80	DRAFT TASK LIST RE NOVEMBER 4 HEARING (0.8).
MEISLER RE	11/03/05	2.50	CONTINUED GENERAL HEARING PREPARATION (2.3); TELECONFERENCE WITH M. FUKUDA RE GENERAL INQUIRY (0.2).
MEISLER RE	11/04/05	2.80	GENERAL HEARING PREPARATION (1.3); ATTENDED HEARING (1.5).
MEISLER RE	11/06/05	1.90	REVIEWED CORRESPONDENCE AND RESPONDED TO SAME (1.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	11/07/05	2.30	TELECONFERENCE WITH M. FUKUDA RE GENERAL INQUIRY (0.1); WORKED ON ORGANIZATIONAL CHART (0.4); UPDATED TASK LIST (0.5); REVIEWED CORRESPONDENCE AND RESPONDED (1.3).
MEISLER RE	11/08/05	1.80	CONFERENCE WITH T. MATZ RE PLANNING (0.3); REVIEWED CORRESPONDENCE AND RESPONDED (1.5).
MEISLER RE	11/09/05	5.10	REVIEWED AND REVISED MOTIONS TO BE FILED (4.1); REVIEW MOTIONS TO BE FILED WITH K. CRAFT (1.0)
MEISLER RE	11/10/05	4.80	PREPARED FOR AND PARTICIPATED ON ALL ASSOCIATES CALL RE PLANNING (1.0); REVIEWED DOCKET (0.5); REVIEWED CORRESPONDENCE AND RESPONDED (1.5); COORDINATED ASSIGNMENTS WITH INTERNAL TEAM (1.8).
MEISLER RE	11/11/05	0.40	REVISED WORKING GROUP LIST (0.4).
MEISLER RE	11/15/05	0.30	TELECONFERENCE WITH T. MATZ RE PLANNING (0.3).
MEISLER RE	11/16/05	1.50	REVIEWED CORRESPONDENCE AND RESPONDED (1.5).
MEISLER RE	11/19/05	1.90	REVIEW AND RESPOND TO CORRESPONDENCE (1.5); TELECONFERENCE WITH M. MICHELI RE PLANNING (0.4).
MEISLER RE	11/21/05	5.70	REVIEWED CORRESPONDENCE AND RESPONDED (2.7); PREPARED FOR ALL-ASSOCIATE MEETING AND DRAFTED AGENDA RE SAME (1.5); LEAD CALL RE SAME (0.9); REVIEWED AND COMMENTED ON 11/29 HEARING AGENDA (0.6).
MEISLER RE	11/22/05	1.00	REVIEWED AND RESPONDED TO CORRESPONDENCE (1.0).
MEISLER RE	11/23/05	4.00	PARTICIPATED ON CONFERENCE CALL RE STATUS OF MATTERS UP FOR 11/29 HEARING (1.3); BEGAN PREPARING FOR HEARING (2.7).
MEISLER RE	11/25/05	1.50	CONTINUED HEARING PREP (1.5).
MEISLER RE	11/28/05	4.90	CONTINUED HEARING PREP INCLUDING REVIEW SCRIPTS AND PROFFERS, REVIEW ORDERS, REVIEW EXHIBITS AND CONFIRM LOGISTICS (4.9).
MEISLER RE	11/29/05	7.70	CONTINUED HEARING PREPARATION (1.9); ATTENDED HEARING (5.8).

136.10

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	10/21/05	3.50	DRAFTED CORRESPONDENCE RE MATTERS FILED ON THE DOCKET (0.2); BEGAN REVIEW AND ANALYSIS OF ALL MATTERS ENTERED ON DOCKET (1.1); BEGAN REVIEW OF PLEADINGS ON THE DOCKET IN PREPARATION FOR HEARING OCT. 27, 2005 (2.2).
MICHELI MJ	11/02/05	1.40	BEGAN REVIEW OF DOCKET RE RESPONSES AND MOTIONS FILED (1.1); REVIEW OF PLEADINGS FILED (0.3).
MICHELI MJ	11/04/05	0.20	TELECONFERENCE WITH S. MCCLOUD RE BANKRUPTCY FILING (0.1); TELECONFERENCE WITH E. JOHNSON RE SAME (0.1).
MICHELI MJ	11/10/05	2.10	REVIEW OF AGENDA MATTERS (0.6); BEGAN REVIEW OF ACTION ITEMS (0.6); TELECONFERENCE RE ACTION ITEMS TO BE COMPLETED AND CASE ADMINISTRATION (0.9).
MICHELI MJ	11/12/05	0.40	BEGAN REVIEW OF CASE ADMINISTRATION MATERIALS TO BE COMPLETED (0.4).
MICHELI MJ	11/14/05	1.10	REVIEW OF ACTION ITEMS TO BE COMPLETED (0.9); REVIEW TASK LIST RE SAME (0.2).
MICHELI MJ	11/15/05	0.70	REVIEW OF TASK LIST ITEMS TO BE COMPLETED (0.7).
MICHELI MJ	11/16/05	0.40	REVIEW OF UPDATED DOCKET ENTRIES (0.4).
MICHELI MJ	11/19/05	0.30	REVIEW OF OPEN ITEMS TO BE COMPLETED (0.3).
MICHELI MJ	11/21/05	0.80	ANALYSIS OF ACTION ITEMS TO BE COMPLETED FOR THE NOV. 29, 2005 OMNIBUS HEARING (0.8).
MICHELI MJ	11/22/05	0.50	REVIEW OF CASE ADMINISTRATION MATTERS TO BE COMPLETED (0.5).
MICHELI MJ	11/23/05	1.40	REVIEW AGENDA MATTERS (0.2); ANALYSIS OF DOCKET MATTERS (0.1); FINALIZE SCRIPTS AND PROFFERS FOR HEARING (1.1).
MICHELI MJ	11/25/05	0.40	REVIEW OF MATERIALS FOR NOV. 29, 2005 OMNIBUS HEARING (0.4).
MICHELI MJ	11/26/05	0.80	REVIEW OF HEARING MATERIALS FOR NOV. 29, OMNIBUS HEARING (0.8).
MICHELI MJ	11/27/05	3.80	MEETING WITH K. CRAFT, S. CORCORAN, J. SHEEHAN, M. ORIS, D. NELSON, R. EISENBERG, A. FRANKUM, J. BUTLER AND D. SPRINGER RE HEARING PREPARATION (2.5); PREPARE MATERIALS FOR NOV. 29 2005 OMNIBUS HEARING (1.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	11/28/05	2.10	PREPARED MATERIALS FOR HEARING (2.1).
MICHELI MJ	11/29/05	10.80	PREPARED MATERIALS FOR HEARING (2.2); REVIEW HEARING BINDERS (1.7); ATTENDED HEARING (6.9).
MICHELI MJ	11/30/05	2.10	CORRESPONDENCE WITH DELPHI GROUP RE TRIAL EXHIBITS TO BE CIRCULATED (0.4); ANALYSIS OF OPEN ITEMS TO BE COMPLETED (1.7).
		<b>32.80</b>	
REESE RG	10/08/05	4.40	ATTENTION TO VARIOUS ISSUES RE FILING (3.1); ATTENTION TO HEARING ISSUES (0.6); ATTENTION TO DELPHI DOCKET WEBSITE ISSUES (0.7).
REESE RG	10/09/05	1.10	ATTENTION TO VARIOUS ISSUES RE DELPHI DOCKET WEBSITE (0.4); ATTENTION TO SERVICE AND NOTICING ISSUES (0.7).
REESE RG	10/13/05	0.90	PARTICIPATE IN CONFERENCE CALL (0.9).
REESE RG	10/15/05	0.70	REVIEW VOLUMINOUS AMOUNTS OF MAIL RE DELPHI (0.7).
REESE RG	10/25/05	1.00	DRAFT VARIOUS DOCUMENTS IN PREPARATION FOR HEARING (1.0).
REESE RG	10/31/05	1.10	DRAFT MATERIALS FOR NOVEMBER 4 HEARING (1.1).
REESE RG	11/01/05	1.20	PREPARE DOCUMENTS IN PREPARATION FOR NOVEMBER 4 HEARING (1.2).
REESE RG	11/03/05	3.10	DRAFT DOCUMENTS FOR USE AT 11/4 HEARING (2.3); PARTICIPATE IN CONFERENCE CALL RE SAME (0.8).
REESE RG	11/04/05	0.60	ATTENTION TO HEARING-RELATED MATTERS (0.6).
REESE RG	11/07/05	1.20	PARTICIPATE IN PLANNING/STRATEGY MEETING (1.2).
REESE RG	11/14/05	1.80	PARTICIPATE IN PLANNING/STRATEGY MEETING (1.1); REVIEW AND ASSIGN CALLS AND EMAILS TO DELPHI LEGAL HOTLINES (0.7).
		<b>17.10</b>	
SILVERBERG BS	10/08/05	6.60	CONTINUE PREPARATIONS FOR BRIDGE ORDER HEARING (3.5); ATTEND BRIDGE ORDER HEARING AND REVISE BRIDGE ORDERS (2.5); SUPERVISE DOCKETING OF BRIDGE ORDERS (0.6).
SILVERBERG BS	10/11/05	1.80	ASSIST WITH PREPARATIONS OF REVISED MATERIALS FOR 10/11 HEARING (1.8).
		<b>8.40</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	10/09/05	4.30	REVIEW CORRESPONDENCE AND FIRST DAY FILINGS (1.4); PREPARING FOR VIDEO CONFERENCE RE FIRST DAY PREPARATION (0.9); BEGINNING PREPARATION FOR FIRST DAY HEARING (2.0).
TOUSSI S	10/10/05	11.50	CONTINUING PREPARATION FOR FIRST DAY HEARINGS, INCLUDING EDITING AND REVISING ALL FIRST DAY ORDERS (3.5); EDIT AND REVISE CUSTOMER PROGRAM AND CASE MANAGEMENT PROFFERS (2.5); VARIOUS TELECONFERENCES WITH FIRST DAY TEAM RE PROFFERS AND WITNESS OUTLINES (1.0); ADDRESS AND RESOLVE ISSUES RE BRIDGE ORDER (1.5); EDIT AND REVISE ORDERS TO ADDRESS US TRUSTEE COMMENTS (2.5); PREPARE MARKUPS RE SAME (0.5).
TOUSSI S	10/11/05	19.70	EDIT AND FINALIZE VARIOUS FIRST DAY PROFFERS, Q/AS AND RELATED PAPERS (2.2); CONTINUE PREPARING AND FINALIZING FIRST DAY ORDERS BASED ON COMMENTS BY GM, US TRUSTEE, DIP LENDERS AND OTHER PARTIES (8.6); REVIEW AND REVISE ALL PLEADINGS AND PUT INTO BLACK-LINE FORMAT FOR COURT DISTRIBUTION (3.8); PARTICIPATE IN WORKING GROUP SESSIONS TO ASSEMBLE COMMENTS TO FIRST DAY ORDERS AS PER FIRST DAY HEARING (2.7) REVISING ORDERS ACCORDINGLY (1.0); PREPARE SAME FOR COURT (1.4).
TOUSSI S	10/12/05	2.50	ADDRESS AND RESOLVE ISSUES RE VARIOUS FIRST DAY ORDERS AND PLEADINGS (2.5).
TOUSSI S	10/13/05	8.70	ADDRESS AND RESOLVE ISSUES RE OUTSTANDING INTERIM FIRST DAY ORDERS, INCLUDING PREPARING BLACKLINES FOR THE COURT (8.4); VARIOUS TELECONFERENCES AND CORRESPONDENCE WITH THIRD-PARTIES AND CHAMBERS RE SAME (0.3).
TOUSSI S	10/14/05	6.20	REVISE VARIOUS FIRST DAY ORDERS (1.0); REVIEWING AND FINALIZING OF ORDINARY COURSE PROFESSIONALS, INTERIM COMPENSATION AND INSURANCE PREMIUM FINANCING, AND KECP MOTIONS FOR FILING AND NOTICING (2.0); WORKING ON POTENTIAL ADDITIONAL FILERS AND PLEADINGS (1.7); REVIEW SERVICE ISSUES (1.5).
TOUSSI S	10/15/05	0.80	REVIEW VARIOUS FILED DOCUMENTS FROM DELPHI DOCKET, ADDRESS ISSUES RE SAME (0.5); REVIEW ENTERED ORDERS (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	10/17/05	4.10	ADDRESS AND RESOLVE ISSUES RE MOTION FOR JOINT ADMINISTRATION AND ADDITIONAL DEBTORS (1.0); PREPARE AND EDIT REVISED NOTICE OF HEARING AND ADDRESS SERVICE ISSUES (1.0); FINALIZE FILING ISSUES RE FIRST DAY HEARING FOR ADDITIONAL DEBTORS, INCLUDING PREPARING SCRIPS AND REVISED RESOLUTIONS FOR FURAKAWA, MOBILARIA AND RECEIVABLES LLC (2.1).
TOUSSI S	10/18/05	2.20	PREPARE PRESENTATION FOR POTENTIAL ISSUES RE FIRST OMNIBUS HEARING (1.5); ADDRESS AND RESOLVE RECENT DOCKET FILINGS/PLEADINGS (0.7).
TOUSSI S	10/19/05	1.70	ADDRESS ISSUES RE RECENT OBJECTIONS TO VARIOUS ORDERS AND OTHER PLEADINGS (0.7); ADDRESS CASE MANAGEMENT AND SERVICE LIST ISSUES (0.5); MEETING AND CONFERENCE CALL RE DISTRIBUTION OF TASKS (0.5).
TOUSSI S	10/20/05	1.30	REVIEW RECENT FILING OBJECTIONS TO VARIOUS ORDERS, INCLUDING TO THE DIP ORDER (0.5), FOLLOW-UP ISSUES RE SAME (0.8).
TOUSSI S	10/21/05	3.20	ADDRESS AND RESOLVE ISSUES RE VARIOUS ORDERS IN CONNECTION WITH 10/27 HEARING (2.5); REVIEW VARIOUS OBJECTIONS FILED BY PARTIES AND ADDRESS AND RESOLVE SAME (0.7).
TOUSSI S	10/22/05	0.80	ADDRESS ISSUES RE UPCOMING OMNIBUS HEARING RE VARIOUS MOTIONS/ORDERS (0.8).
TOUSSI S	10/24/05	3.70	REVIEW AND ANALYZE RECENT FILINGS AND OBJECTIONS BY VARIOUS PARTIES (0.9); ADDRESS AND RESOLVE ISSUES RE SAME (0.4); REVIEW AND ANALYZE HEARING PREP MATERIALS AND WITNESS OUTLINES RE CONTESTED SUBJECTS (0.8); ADDRESS AND RESOLVE ISSUES RE OMNIBUS HEARING, INCLUDING ISSUES RELATED TO AGENDA, PROPOSED ORDERS AND OBJECTIONS (1.6).
TOUSSI S	10/25/05	1.30	ADDRESS OUTSTANDING ISSUES IN CONNECTION WITH OCTOBER 27 OMNIBUS CALENDER HEARING WITH RESPECT TO ORDERS (1.0); TEAM MEETING RE SAME (0.3).
TOUSSI S	10/26/05	3.20	VARIOUS TEAM MEETINGS TO DISCUSS STATUS (1.5); ADDRESS AND RESOLVE ISSUES RE UPCOMING OMNIBUS HEARING (1.7).
TOUSSI S	10/27/05	8.00	PREPARE FOR OMNIBUS HEARING BEFORE JUDGE DRAIN (2.5); HEARING BEFORE JUDGE DRAIN (4.0); FOLLOW-UP ISSUES RE VARIOUS ORDER AND DECISIONS (1.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	10/28/05	2.00	FOLLOW-UP ISSUES WITH RESPECT TO OMNIBUS HEARINGS (1.2); REVIEW FILINGS AND ORDERS, ADDRESS AND RESOLVE ISSUES RE SAME (0.8).
TOUSSI S	10/30/05	0.50	ADDRESS OUTSTANDING ISSUES RE FILINGS AND RELATED MATTERS (0.5).
TOUSSI S	10/31/05	1.90	REVIEW VARIOUS DOCUMENTS IN CONNECTION WITH 11/4 OMNIBUS HEARING (0.7); TEAM MEETING RE OUTSTANDING ISSUES AND TO-DO LIST (0.5); FOLLOW-UP ISSUES RE SAME (0.3); REVIEW DOCKET FILINGS, ADDRESS ISSUES RE SAME (0.4).
TOUSSI S	11/01/05	3.10	ADDRESS AND RESOLVE ISSUES IN CONNECTION WITH 11/4 HEARING (1.2); EDIT AND REVISE VARIOUS PROFFERS RE AGENDA ITEMS (1.5); TEAM MEETING TO DISCUSS UPCOMING HEARING (0.4).
TOUSSI S	11/02/05	2.30	TEAM MEETING RE PREP FOR 11/4 HEARING (0.8); ADDRESS AND RESOLVE ISSUES RE HEARING, INCLUDING EDITING AND REVISING FINAL ORDERS, PROFFERS AND HEARING AGENDA (1.5).
TOUSSI S	11/03/05	7.20	REVIEW AND ANALYZE EACH OF THE PROPOSED ORDERS, EDIT AND COMMENT RE SAME (2.2); EDIT AND REVISE PROFFERS FOR EACH OF THE PROPOSED ORDERS AND AGENDA ITEMS, COMMENT ON SAME (2.5); ADDRESS AND RESOLVE ISSUES RE OMNIBUS HEARING MATTERS, EDIT AND REVISE PROPOSED AGENDA (1.5); ADDRESS FILING AND SERVICE ISSUES WITH RESPECT TO VARIOUS FILINGS (1.0); ADDRESS VARIOUS RETENTION ISSUES (0.8); EDIT AND REVISE REPLY BRIEF FOR RECLAMATION (0.5), ADDRESS AND RESOLVE ISSUES RE SAME (0.6); ADDRESS HEARING PREP ISSUES WITH RESPECT TO ESSENTIAL SUPPLIERS AND FOREIGN VENDORS (1.2); PREPARE AND EDIT EISENBERG PROFFER IN CONNECTION WITH REPLY TO ESSENTIAL SUPPLIER MOTION AND FOREIGN CREDITOR OBJECTIONS (3.0).
TOUSSI S	11/04/05	3.00	REMAINING OMNIBUS HEARING MATTERS AND DOCUMENTS (1.0); FOLLOW-UP ISSUES RELATED TO 11/9 HEARING (1.0); REVIEW CORRESPONDENCE RE HEARING AND ORDERS (1.0).
TOUSSI S	11/07/05	1.70	FOLLOW-UP ISSUES ON CE MOTION AND CONFERENCE CALLS WITH CLIENT AND SHEARMAN RE SAME (0.9); ADDRESS AND RESOLVE ISSUES RE VARIOUS CONTESTED MATTERS (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	11/08/05	1.40	VARIOUS CORRESPONDENCE AND TELECONFERENCE RE SAME (0.5); ADDRESS ISSUES RE VARIOUS FILINGS (0.4); DRAFT AND REVISE ORDER RE MOTION (1.0).
TOUSSI S	11/10/05	0.50	REVIEW TRANSCRIPT FROM 10/27 HEARING RE DIP ORDER AND RELATED ISSUES (0.5).
TOUSSI S	11/14/05	2.70	PREPARE FOR TEAM MEETING RE BANKRUPTCY PREP, MEETING RE SAME (1.5), FOLLOW-UP ISSUES RE VARIOUS FILED MOTIONS (1.2).
TOUSSI S	11/17/05	1.60	REVIEW VARIOUS CORRESPONDENCE RE MOTIONS AND FILINGS (0.5); ADDRESS AND RESOLVE SAME (0.3); ADDRESS LITIGATION ISSUES IN CONNECTION WITH 11/29 HEARING (0.8).
TOUSSI S	11/20/05	1.30	ADDRESS ADJOURNMENT ISSUES WITH VARIOUS PARTIES (0.8); UPDATE STATUS CHART RE SAME (0.5).
TOUSSI S	11/21/05	3.30	EDIT AND REVISE VARIOUS PROFFERS IN CONNECTION WITH NOVEMBER 29 OMNIBUS HEARING (1.6); TEAM MEETING TO DISCUSS HEARING PREP (0.9); FOLLOW-UP ISSUES RE SAME (0.8).
TOUSSI S	11/28/05	2.50	PREPARE FOR VARIOUS MATTERS IN CONNECTION WITH SECOND OMNIBUS HEARING (2.5).
TOUSSI S	11/29/05	8.00	PREPARE FOR SECOND OMNIBUS HEARING BEFORE JUDGE DRAIN (2.0); HEARING BEFORE JUDGE DRAIN ON VARIOUS UNCONTESTED AND CONTESTED MATTERS (4.5); PREPARE FOR HEARING (1.5).
		<b>126.20</b>	
ZALTZMAN H*	10/25/05	5.30	DISCUSS DELPHI OMNIBUS HEARING SCHEDULE (0.3); DEVELOP HEARING AGENDA (3.5); REVIEW PROFFERS IN PREPARATION FOR UPCOMING HEARING (1.5).
ZALTZMAN H*	10/26/05	6.20	RESEARCH RE CREDITOR COMMITTEE 10-DAY CLAWBACK PROVISIONS (1.2); RESEARCH RE FRCP 26 AND ITS APPLICATION TO HEARING EXPERT TESTIMONY (4.0); RESEARCH RE BUSINESS JUDGEMENT RULE STANDARDS (1.0).
ZALTZMAN H*	10/27/05	8.80	PREPARE FOR (4.8) ATTEND 2ND OMNIBUS HEARING (4.0).
ZALTZMAN H*	11/10/05	3.00	ATTEND GROUP MEETING (3.0).
ZALTZMAN H*	11/14/05	1.50	ATTEND TEAM CONFERENCE CALL RE: CASE ADMINISTRATION (1.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	11/21/05	2.00	REVIEW DOCUMENT AND RETRIEVE APPROPRIATE DOCKET ENTRIES FOR REVIEW (0.5); DISCUSS CASE ADMINISTRATION AND NEXT STEPS WITH NY TEAM (1.5).
ZALTZMAN H*	11/28/05	2.10	ASSIST IN CASE ADMINISTRATION INCLUDING PREPARATION OF BINDERS FOR HEARING (2.1).
ZALTZMAN H*	11/29/05	3.20	PERFORM ADMINISTRATION TASKS IN PREPARATION AND SUPPORT OF 2ND OMNIBUS HEARING (3.2).
		<b>32.10</b>	
ZIEGLER VE	10/09/05	7.30	DRAFT VARIOUS Q&A, SCRIPTS AND PROFFERS (7.3).
ZIEGLER VE	10/10/05	19.30	REVIEW AND DRAFT VARIOUS Q&A, SCRIPTS AND PROFFERS (9.1); WORK ON PREPARATION OF DOCUMENTS, CHARTS AND EXHIBITS FOR FIRST DAY HEARING (4.9); WORK ON REVISIONS OF ORDERS (5.3).
ZIEGLER VE	10/11/05	19.10	CONTINUING PREPARATION AND FINALIZE FIRST DAY PLEADINGS AND HEARING MATERIALS, INCLUDING FINALIZING ORDERS, PROFFERS AND WITNESS OUTLINES AS PER COMMENTS FROM GENERAL MOTORS, U.S. TRUSTEE, THE PREPETITION LENDERS AND UNIONS (11.1); REVIEW AND REVISE ALL PLEADINGS AND PUT INTO BLACK-LINE FORMAT FOR COURT DISTRIBUTION (4.0); PARTICIPATE IN WORKING GROUP SESSIONS TO ASSEMBLE COMMENTS TO FIRST DAY ORDERS AS PER FIRST DAY HEARING (3.0); REVISING ORDERS ACCORDINGLY (1.0).
ZIEGLER VE	10/12/05	10.50	WORKING ON REVISIONS TO FIRST DAY ORDER, INCLUDING BLACKLINES THEREOF, FOR SUBMISSION TO CHAMBERS FOR DOCKETING (9.5); VARIOUS TELECONFERENCES AND CORRESPONDENCE WITH CHAMBERS RE SAME (1.0).
ZIEGLER VE	10/14/05	11.90	PREPARE FILING MATERIALS RE 3 NEW FILERS (4.8); REVIEW AND REVISE PETITIONS, EXHIBITS, MOTIONS FOR JOINT ADMINISTRATION AND GENERAL APPLICABILITY OF EXISTING FIRST DAY ORDERS TO ADDITIONAL FILERS (7.1).
ZIEGLER VE	10/17/05	5.60	REVISE JOINT ADMIN MOTION AND ORDERS (0.8); REVISE NOTICES FOR ROTHSCHILD RETENTION, ADDITIONAL VENDOR MOTION AND OTHERS (1.9); WORK ON FILING AND PREPARE DOCUMENTS RE SAME (2.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	10/18/05	4.90	EMAIL CORRESPONDENCE WITH SIMPSON THACHER RE VARIOUS HEARING MATTERS (0.7); FOLLOW UP ON VARIOUS CALLS FROM SUPPLIERS AND SHAREHOLDERS (2.1); PREPARE FOR HEARING (2.1).
ZIEGLER VE	10/19/05	5.10	WORK ON CASE CALENDAR (1.0); EMAIL CORRESPONDENCE RE SAME (0.5) AND REVIEW VARIOUS NOTICE PROVISIONS IN THE ORDERS (1.5); WORK ON PROFFERS (2.1).
ZIEGLER VE	10/21/05	3.50	WORK ON PROFFERS (3.1); CONFERENCE CALL WITH TEAM RE STATUS AND PLANNING (0.4).
ZIEGLER VE	10/22/05	2.10	REVIEW AND RETURN CALLS FROM THE HOTLINE (2.1).
ZIEGLER VE	10/26/05	6.70	MEETING WITH TEAM RE STATUS OF PLEADINGS (1.1); WORK ON PROFFERS (2.5); WORK ON VARIOUS MATTERS RE PREPARATION FOR OMNIBUS HEARING (3.1).
ZIEGLER VE	10/27/05	9.20	PREPARE (5.2) ATTEND AND ASSISTED IN OMNIBUS HEARING (4.0).
ZIEGLER VE	10/28/05	5.30	WORK ON ORDER AMENDMENTS (1.1) AND OBTAINING FIRST DAY HEARING TRANSCRIPT (3.1); VARIOUS CALLS RE SAME (1.1).
ZIEGLER VE	10/31/05	7.90	WORK ON PROFFERS (4.2); TELECONFERENCE RE FRIDAY HEARING AND STATUS (0.5); REVISE HEARING AGENDA (1.1); WORK ON ORDERS RE NOVEMBER 4TH HEARING (2.1).
ZIEGLER VE	11/04/05	3.10	WORK ON HEARING AGENDA AND EXHIBITS (3.1).
ZIEGLER VE	11/07/05	1.10	PREPARE AND ATTEND STATUS CALL WITH TEAM (1.1).
ZIEGLER VE	11/14/05	1.10	PREPARE AND ATTEND STATUS CONFERENCE CALL WITH TEAM (1.1).
ZIEGLER VE	11/29/05	6.10	PREPARE AND ATTEND OMNIBUS HEARING (4.0); DRAFT AND REVISE VARIOUS ORDERS (2.1).
		129.80	
<b>Total Associate/Law Clerk</b>		719.70	
BONACHEA L	10/08/05	9.50	FILE PETITIONS AND FIRST DAY PAPERS (7.5); ASSIST WITH DOCUMENT PRODUCTION FOR U.S. TRUSTEE AND COURT (2.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BONACHEA L	10/10/05	9.30	COORDINATE COPIES OF POWER POINT PRESENTATION FOR HEARING (1.3); ASSIST WITH PREPARATION OF FIRST DAY HEARING BINDERS AND RELATED DOCUMENTS (4.8); PREPARE NOTICE OF HEARING FOR FIRST DAY (1.8); PREPARE PROFFERS BINDERS (1.4).
BONACHEA L	10/11/05	10.80	PREPARE BINDERS RE PROFFERS FOR FIRST DAY HEARING (3.8); PREPARE ALL DOCUMENTS BINDERS (2.0); MEETING RE NOTICE OF HEARING FOR FIRST DAYS (0.4); ASSIST WITH PREPARATION AND ASSEMBLY OF DOCUMENTS FOR FIRST DAY HEARING (3.0); PREPARE BINDERS OF ORDERS AND BLACKLINES (1.6).
BONACHEA L	10/12/05	6.00	ORGANIZE CASE FILES AND REMOVE DOCUMENTS FROM CONFERENCE ROOMS (0.4); CIRCULATE FIRST DAY PLEADING (0.3); ASSIST WITH PREPARATION OF ORDERS FOR FIRST DAY HEARING (5.3).
BONACHEA L	10/14/05	1.90	PREPARE PROFFER BINDER FOR SHEARMAN & STERLING (1.0); RESEARCH RE PRECEDENT ON NOTICES FOR SERVICE (0.3); ASSIST WITH DOCUMENT PRODUCTION (0.6).
BONACHEA L	10/26/05	1.50	ASSIST WITH HEARING PREPARATION (1.5).
		39.00	
CHOW PP	10/08/05	9.40	PREPARE FIRST DAY PLEADINGS FOR FILING AND SERVICE (2.2); PREPARE FIRST DAY BRIDGE ORDERS FOR HEARING AND FILES OF SAME (1.9); FILE FIRST DAY PLEADINGS ON SOUTHERN DISTRICT OF NEW YORK ELECTRONIC COURT DOCKET (5.3).
CHOW PP	10/09/05	9.00	ATTEND MEETING RE PLANNING OF FIRST DAY HEARING (0.8); OBTAIN COURT ENTERED BRIDGE ORDERS AND COORDINATE MS WORD FORMAT OF SAME ON COMPUTER SERVER (0.8); COORDINATE PREPARATION OF HEARING EXHIBITS, AGENDA, PRESS RELEASES AND PLEADINGS VOLUMES (0.6); REVIEW PROPOSED FIRST DAY ORDER FOR REFERENCES OF EXHIBIT ATTACHMENTS (6.2); COORDINATE PRODUCTION OF PRESENTATION FOR BRIDGE ORDER HEARING AND DISTRIBUTE SAME (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

CHOW PP	10/10/05	14.60	PREPARE BLACKLINES OF BRIDGE ORDER (1.1); REVISED PROPOSED AMENDED AGENDA FOR FIRST DAY HEARING (4.0); COORDINATE WITH CLAIMS AGENT RE MASTER AND 2002 SERVICE LISTS, SERVICE OF NOTICES OF FIRST DAY HEARING, PROPOSED AMENDED AGENDA AND CERTIFICATE OF SERVICE FOR FIRST DAY PLEADINGS (2.2); PREPARE FILES OF FIRST DAY ORDERS FOR HEARING (4.0); PREPARE COMPANY PRESS RELEASES FOR DISTRIBUTION AT COURT (0.6); TELECONFERENCE WITH CREDITOR RE MAILING MATRIX (0.2); OBTAIN AND DISTRIBUTE OBJECTIONS TO FIRST DAY MOTIONS (0.6); REVIEW DRAFT OF NOTICE OF FIRST DAY HEARING (0.6); PREPARE VOLUMES FIRST DAY PAPERS FOR HEARING (1.3).
CHOW PP	10/11/05	22.50	PREPARE BLACKLINES, BINDERS AND DISKETTES OF FIRST DAY ORDERS FOR HEARING (8.4); EDIT/REVISE DRAFT FIRST DAY ORDERS (3.2); EDIT/REVISE PROPOSED AGENDA FOR FIRST DAY HEARING AND FILE SAME ON ELECTRONIC COURT FILING SYSTEM (2.3); COORDINATE WITH CLAIM AGENT RE POSTING OF MATERIALS ON WWW.DELPHIDOCKET.COM (1.8); PREPARE FILES OF FIRST DAY PAPERS FOR HEARING (1.7); PREPARE BINDERS OF PROFFERS AND SCRIPTS FOR MOTIONS AND APPLICATIONS FOR HEARING (2.1); PREPARE EXHIBIT MATERIALS FOR FIRST DAY HEARING (1.3); ATTEND FIRST DAY HEARING (1.7).
CHOW PP	10/12/05	10.20	EDIT/REVISE FIRST DAY ORDERS AND PREPARE SAME FOR SUBMISSION TO CLERK OF THE COURT (8.7); REVIEW NOTICE PROVISIONS IN FIRST DAY MOTIONS/APPLICATIONS AND COORDINATE SERVICE OF SAME WITH CLAIMS AGENT (1.1); COORDINATE WITH CLAIMS AGENT RE POSTING OF OMNIBUS HEARING DATES AND FIRST DAY ORDERS ON WWW.DELPHIDOCKET.COM (0.4).
CHOW PP	10/14/05	1.40	REVIEW DOCKET AND SUMMARIZE DISPOSITION OF FIRST DAY MOTIONS/APPLICATIONS AS INTERIM/FINAL ORDERS FOR RELIEF (1.4).
CHOW PP	10/17/05	1.30	COORDINATE WITH J. DEMMA RE CASE ADMINISTRATION DOCUMENTS AND PREPARATION OF SAME (1.3).
CHOW PP	10/18/05	1.70	ATTEND CONFERENCE CALL WITH R. MEISLER AND J. DEMMA RE PROCESS OF SERVICE PROTOCOL AND MAINTENANCE OF SERVICE LISTS AND FOLLOW UP ON SAME (1.1); UPDATE WORKING GROUP LIST ON INTERACTION (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

CHOW PP	10/19/05	5.20	ATTEND TRIAL OF INTERNAL CONFERENCE CALL RE PROCESS OF SERVICE OF PLEADINGS, MAINTENANCE OF SERVICE LISTS AND PREPARATION OF MATERIALS FOR FIRST OMNIBUS HEARING (0.8); ATTEND CONFERENCE CALL WITH CLAIMS AGENT RE PROCESS OF SERVICE OF PLEADINGS AND DEADLINES FOR SAME (0.4); REVIEW COURT DOCKET AND WWW.DELPHIDOCKET.COM RE MATTERS FOR HEARING ON OCTOBER 27, 2005 (2.2); COORDINATE WITH J. DEMMA AND A. SALAZAR RE PREPARATION FOR FIRST OMNIBUS HEARING (1.8).
CHOW PP	10/20/05	3.10	REVIEW PROPOSED AGENDA FOR FIRST OMNIBUS HEARING AND EDIT/REVISE SAME (1.8); REVIEW HEARING PLANNER (0.4); COORDINATE WITH J. DEMMA RE PREPARATION OF CASE FILES (PLEADINGS, ORDERS AND TRANSCRIPTS) (0.9).
CHOW PP	10/21/05	1.10	PREPARE PLEADINGS FILES FOR FIRST OMNIBUS HEARING (1.1).
CHOW PP	10/24/05	3.70	COORDINATE WITH J. DEMMA RE PRODUCTION OF PLEADINGS AND HEARING EXHIBITS FOR FIRST OMNIBUS HEARING (2.4); REVIEW DRAFT PROPOSED AGENDA FOR OCTOBER 27, 2005 AND COURT DOCKET RE MATTERS TO BE HEARD DURING FIRST OMNIBUS HEARING (1.3).
CHOW PP	10/25/05	5.30	PREPARE LIST OF DOCUMENT NUMBERS FOR FILED COURT PLEADINGS FOR POST-PETITION DOCUMENTS INDEX (1.7); COORDINATE WITH J. DEMMA RE PRODUCTION OF PLEADINGS AND HEARING EXHIBITS FOR FIRST OMNIBUS HEARING (1.3); REVIEW DOCKET FOR MATTERS TO BE HEARD DURING FIRST OMNIBUS HEARING (2.3).
CHOW PP	10/26/05	6.80	PREPARE FILES OF PLEADINGS FOR FIRST OMNIBUS HEARING AND FILE MAINTENANCE SAME (3.4); REVIEW PROPOSED ORDERS FOR FIRST OMNIBUS HEARING AND COORDINATE WITH VENDOR RE PRODUCTION OF SAME (1.8); REVIEW CERTIFICATES OF SERVICE FOR MATTERS FOR FIRST OMNIBUS HEARING (1.6).
CHOW PP	10/27/05	7.60	MEET WITH FIRST OMNIBUS HEARING PREPARATION TEAM AND COORDINATE AVAILABILITY OF PLEADINGS AND PROPOSED ORDERS FOR SAME (0.9); ATTEND FIRST OMNIBUS HEARING AND COORDINATE DISTRIBUTION OF PLEADINGS AND PROPOSED ORDERS TO ATTENDEES AND FILE MAINTENANCE OF PLEADINGS FILES FOR SAME (6.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

CHOW PP	10/28/05	2.40	REVIEW DOCKET FOR ENTRY OF ORDERS FROM FIRST OMNIBUS HEARING AND DISPOSITION OF SAME (2.4).
CHOW PP	10/31/05	1.30	COORDINATE WITH J DEMMA RE MATTERS TO BE HEARD AT NOV. 4, 2005 HEARING AND PREPARATION OF DOCUMENTS FOR SAME (1.3).
		<b>106.60</b>	
CORKRAN CM	10/08/05	5.70	DISTRIBUTE/MAIL VOLUMES OF PLEADINGS (5.7).
CORKRAN CM	10/10/05	2.70	ASSEMBLE BOUND VOLUME FOR OCTOBER 8 PLEADINGS (2.7).
CORKRAN CM	10/11/05	5.80	ASSEMBLE BOUND VOLUME FOR FIRST DAY OF HEARINGS (1.0); ATTEND HEARING FOR FIRST DAY OF BANKRUPTCY COURT PROCEEDINGS (4.8).
CORKRAN CM	11/04/05	2.50	ATTEND HEARING FOR DELPHI (2.5).
		<b>16.70</b>	
DEMMA J	10/08/05	4.10	PREPARE MATERIALS FOR DRAFT FIRST DAY MOTIONS WITH ORIGINAL SIGNOFF SHEETS (0.7); UPDATE FIRST DAY PLEADING INDEX (1.6); PREPARE MATERIALS FOR ATTORNEY REVIEW (1.8).
DEMMA J	10/09/05	2.80	PREPARE MATERIALS FOR ATTORNEY REVIEW (2.8).
DEMMA J	10/10/05	3.80	UPDATE 2002 SERVICE LIST (2.4); TELECONFERENCE WITH VARIOUS PARTIES RE FIRST DAY HEARING (1.4).
DEMMA J	10/12/05	6.90	PREPARE/UPDATE CASE PLEADINGS INDEX (6.9).
DEMMA J	10/13/05	1.10	UPDATE PLEADINGS INDEX (1.1).
DEMMA J	10/17/05	3.40	UPDATE DUE DILIGENCE FILES (0.6); UPDATE PRESENTATION FILE (0.6); ATTEND TO PLANNING AND ADMINISTRATION OF BANKRUPTCY (1.1); PREPARE CASE CALENDAR DRAFT (1.1).
DEMMA J	10/18/05	1.60	PREPARE MATERIALS FOR ATTORNEY REVIEW (1.6).
DEMMA J	10/19/05	5.20	UPDATE MASTER AND 2002 SERVICE LISTS (3.1); PREPARE MATERIALS FOR OCTOBER 27, 2005 OMNIBUS HEARING (2.1).
DEMMA J	10/20/05	6.70	UPDATE MASTER AND 2002 SERVICE LIST (2.3); PREPARE MATERIALS FOR OCTOBER 27, 2005 OMNIBUS HEARING (2.3); PREPARE MATERIALS FOR ATTORNEY REVIEW (2.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DEMMA J	10/21/05	11.20	PREPARE MATERIALS FOR CASE ADMINISTRATION BINDER (2.8); UPDATE PLEADING INDEX (2.6); UPDATE MASTER AND 2002 LIST (3.2); PREPARE MATERIALS FOR OCTOBER 27, 2005 OMNIBUS HEARING (2.6).
DEMMA J	10/24/05	11.80	UPDATE PLEADINGS INDEX (2.6); UPDATE MASTER AND 2002 SERVICE LISTS (3.1); PREPARE MATERIALS FOR OCTOBER 27, 2005 OMNIBUS HEARING (6.1).
DEMMA J	10/25/05	2.40	UPDATE MASTER AND 2002 SERVICE LIST (2.4).
DEMMA J	10/28/05	12.60	UPDATE MASTER AND 2002 SERVICE LISTS (2.4); UPDATE MOTION SUMMARY CHART (3.1); UPDATE PLEADINGS DOCKET (0.7); UPDATE CORRESPONDENCE FILE (2.1); PREPARE CASE ADMINISTRATION BINDER MATERIALS FOR ATTORNEY REVIEW (4.3).
DEMMA J	10/31/05	9.60	UPDATE MASTER AND 2002 SERVICE LISTS (2.6); ATTEND TO PLANNING & ADMINISTRATION OF BANKRUPTCY (0.6); UPDATE CORRESPONDENCE FILES (1.3); PREPARE MATERIALS FOR ATTORNEY REVIEW (3.4); PREPARE WORKING GROUP LIST FOR CASE ADMINISTRATION MATERIALS (1.7).
DEMMA J	11/01/05	10.70	UPDATE CORRESPONDENCE FILE (1.1); UPDATE MASTER AND 2002 SERVICE LISTS (2.3); PREPARE MATERIALS FOR NOVEMBER 4, 2005 OMNIBUS HEARING (7.3).
DEMMA J	11/02/05	4.20	UPDATE MASTER AND 2002 SERVICE LISTS (1.1); UPDATE CORRESPONDENCE FILES (3.1).
DEMMA J	11/03/05	9.70	UPDATE CORRESPONDENCE FILES (4.3); UPDATE MASTER AND 2002 SERVICE LIST (3.1); UPDATE CORRESPONDENCE INDEX (2.3).
DEMMA J	11/04/05	7.20	UPDATE DUE DILIGENCE FILE (5.6); UPDATE MASTER AND 2002 SERVICE LIST (1.6).
DEMMA J	11/07/05	4.80	UPDATE CORRESPONDENCE INDEX (2.6); UPDATE MASTER AND 2002 SERVICE LIST (2.2).
DEMMA J	11/08/05	8.40	UPDATE MASTER AND 2002 SERVICE LISTS (2.1); UPDATE DUE DILIGENCE FILES (1.1); UPDATE CORRESPONDENCE FILE (2.1); PREPARE MATERIALS FOR ATTORNEY REVIEW (3.1).
DEMMA J	11/09/05	7.90	PREPARE MATERIALS FOR ATTORNEY REVIEW (1.3); PREPARE INDEX FOR HEARING TRANSCRIPTS (0.6); UPDATE CORRESPONDENCE FILE (4.9); UPDATE MASTER AND 2002 SERVICE LISTS (1.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DEMMA J	11/10/05	6.50	UPDATE MASTER AND 2002 SERVICE LISTS (1.7); UPDATE CORRESPONDENCE INDEX (2.1); UPDATE CORRESPONDENCE FILE (2.1); UPDATE DUE DILIGENCE FILES (0.6).
DEMMA J	11/14/05	3.30	UPDATE CORRESPONDENCE FILES (1.1); UPDATE CORRESPONDENCE INDEX (1.6); UPDATE WORKING GROUP LIST (0.6).
DEMMA J	11/15/05	5.60	PREPARE/UPDATE PRESENTATION MATERIALS FOR ATTORNEY REVIEW (1.3); UPDATE MASTER AND 2002 SERVICE LIST (0.6); UPDATE CORRESPONDENCE FILES (3.1); PREPARE WORKING GROUP LIST (0.6).
DEMMA J	11/16/05	4.70	UPDATE MASTER AND 2002 SERVICE LISTS (1.6); UPDATE CORRESPONDENCE FILES (3.1).
DEMMA J	11/22/05	5.20	UPDATE CORRESPONDENCE FILES (4.1); UPDATE MASTER AND 2002 (1.1).
DEMMA J	11/23/05	11.20	UPDATE CORRESPONDENCE FILE (4.3); UPDATE MASTER AND 2002 SERVICE LISTS (1.1); PREPARE MATERIALS FOR ATTORNEY REVIEW (5.8).
DEMMA J	11/27/05	8.80	PREPARE MATERIALS FOR NOVEMBER 29, 2005 OMNIBUS HEARING (8.8).
DEMMA J	11/28/05	13.40	PREPARE MATERIALS FOR NOVEMBER 29, 2005 OMNIBUS HEARING (12.1); UPDATE MASTER AND 2002 SERVICE LISTS (1.3).
DEMMA J	11/30/05	3.80	UPDATE CORRESPONDENCE FILES (2.7); UPDATE MASTER AND 2002 SERVICE LISTS (1.1).
		<b>198.60</b>	
LORENZ G	10/08/05	8.40	ASSEMBLE BOUND VOLUME FOR FIRST DAY PAPERS (4.4); ASSEMBLE COURT/MOTION PAPERS FOR FIRST DAY PAPERS (1.0); DISTRIBUTE/MAIL PREPARED AND DISTRIBUTED BOUND VOLUMES OF FIRST DAY PAPERS TO VARIOUS FIRMS (3.0).
LORENZ G	10/10/05	4.80	ASSEMBLE BOUND VOLUME FOR FIRST DAY PAPERS (4.8).
LORENZ G	10/11/05	10.70	ATTEND HEARING FOR FIRST DAY MOTIONS (7.5); ASSEMBLE COURT/MOTION PAPERS FOR FIRST DAY HEARING (1.5); ASSEMBLE BINDERS OF MOTION BLACKLINES (1.7).
		<b>23.90</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	10/10/05	19.30	PREPARE FOR FIRST DAY HEARING, ORGANIZE CASE AND RESPOND TO ATTORNEY REQUESTS (19.3).
SALAZAR AG	10/11/05	13.20	PREPARE DOCUMENTS AND MATERIALS FOR FIRST DAY HEARING AND ORGANIZE PLEADINGS FOR SUBMISSION TO COURT (13.2).
SALAZAR AG	10/12/05	8.40	COORDINATE TO COMPLETE AND SUBMIT TO COURT COPIES OF PLEADINGS AND BLACKLINES OF ORDERS (8.4).
SALAZAR AG	10/13/05	12.90	RUN CHANGES OF ORDERS AND RUN BLACKLINES AS REQUESTED FOR SUBMISSION TO CLERK OF THE COURT (9.8); RESPOND TO ATTORNEY REQUESTS AS DIRECTED (3.1).
SALAZAR AG	10/14/05	5.70	PREPARE DOCUMENTS FOR CLERK, ARRANGE WITH NOTICING AGENT FOR SERVICE OF DOCUMENTS AND ELECTRONICALLY FILE (5.7).
SALAZAR AG	10/16/05	1.60	AMEND NOTICE OF COMMENCEMENT AND PREPARE FOR FILING (1.0); CASE MANAGEMENT WITH RESPECT TO SERVICE LISTS AND OTHER ATTORNEY REQUESTS (0.6).
SALAZAR AG	10/17/05	5.80	ASSEMBLE FIRST DAY BINDERS WITH SIGNED INTERIM AND FINAL ORDERS (3.8); DRAFT CASE CALENDAR (2.0).
SALAZAR AG	10/18/05	9.80	UPDATE SERVICE LIST WITH NOTICES OF APPEARANCE (2.0); CASE MANAGEMENT AND RESPOND TO ATTORNEY REQUESTS (7.8).
SALAZAR AG	10/19/05	9.60	CONFERENCE CALL WITH NOTICING AGENT (1.3); CONFERENCE CALL RE HEARING PREPARATION (1.0); CHECK DOCKET FOR AFFIDAVITS AND UPDATE SERVICE LISTS (1.0); ASSEMBLE MATERIALS FOR HEARING (1.0); RESPOND TO REQUESTS FROM ATTORNEYS (2.6); DRAFT HEARING AGENDA (2.7).
SALAZAR AG	10/20/05	6.50	TELECONFERENCE WITH CHAMBERS TO DISCUSS EDITS ON DOCKET (1.3); UPDATE HEARING AGENDA (2.0); RESPOND TO ATTORNEY REQUESTS (1.0); REVIEW DOCKET FOR NEW ITEMS FOR HEARING (1.0); REVIEW ORDERS AND RUN CLEAN AND BLACKLINE VERSIONS FOR COURT (1.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	10/21/05	8.30	DRAFT HEARING AGENDA AND DISTRIBUTE (1.0); RESPOND TO ATTORNEY REQUEST FOR DOCKET RESEARCH AND DOCUMENTS (1.0); COORDINATE FILING AND SERVICE OF DOCUMENTS WITH NOTICING AGENT (2.0); PREPARE AND ASSEMBLE HEARING BINDERS (1.0); SAVE ALL AFFIDAVITS OF SERVICE FOR HEARING (1.0); RESPOND TO ATTORNEY REQUESTS FOR DOCUMENTS AND EDITS TO PLEADINGS (2.3).
SALAZAR AG	10/24/05	5.50	ASSEMBLE HEARING BINDERS (2.3); REVIEW DOCKET FOR NEW FILINGS AND UPDATE HEARING AGENDA ACCORDINGLY (3.0).
SALAZAR AG	10/25/05	11.80	PREPARE AND ASSEMBLE HEARING BINDER FOR PARTNER SIGN OFF (5.1); RESPOND TO REQUESTS FOR CHANGES AND BLACKLINES TO PLEADINGS (2.4); REVIEW DOCKET AND UPDATE HEARING BINDERS AND AGENDA WITH OBJECTIONS FILED (4.3).
SALAZAR AG	10/26/05	15.80	PREPARE BINDERS, DRAFTS OF PLEADINGS, HEARING AGENDA AND UPDATE TEAM ON NEW OBJECTIONS IN PREPARATION FOR HEARING (15.8).
SALAZAR AG	10/27/05	12.10	COORDINATE WITH TEAM FOR HEARING (2.5); ATTEND FIRST OMNIBUS HEARING AND ASSIST WITH VARIOUS REQUESTS (6.0); COORDINATE RETURN TO SKADDEN AND DELIVERY OF MATERIALS TO CASE ROOMS (2.0); COORDINATE WITH CO-COUNSEL AND NOTICING AGENT FOR SERVICE OF AMENDED PROPOSED ORDER FOR COURT (1.6).
SALAZAR AG	10/28/05	4.30	COORDINATE WITH VENDORS AND COURT FOR TRANSCRIPT (2.0); COORDINATE ISSUES RE TRANSCRIPT AND DELIVERY WITH VENDOR CHOSEN (1.0); RESPOND TO REQUESTS FOR AGENDAS AND ORDERS IN PREPARATION FOR NEXT HEARING (0.6); ORGANIZE NOTICING AND SERVICE OF NEW ORDERS ENTERED (0.4); RESPOND TO REQUESTS FOR CHANGES TO DOCUMENTS, CLEAN AND BLACKLINE VERSIONS (0.3).
SALAZAR AG	10/31/05	5.60	RESPOND TO EMAIL RECEIVED (0.4); PARTICIPATE IN TEAM CONFERENCE CALL (0.7); SEND PRECEDENT DOCUMENTS TO ATTORNEYS AS PER CONFERENCE CALL (0.7); RUN CHANGES AND BLACKLINES ON ALL ORDERS (3.1); REVIEW CORRESPONDENCE (0.7).
SALAZAR AG	11/01/05	6.60	REVIEW NOTICE OF APPEARANCE FOR MASTER SERVICE LIST REQUESTS (1.3); ORGANIZE CASE AND HEARING FILES (2.3); RUN CHANGES ON DOCUMENTS AND PROVIDE BLACKLINES (2.5); RESPOND TO DOCKET REQUESTS (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	11/02/05	10.80	RESPOND TO ALL EMAIL (0.6); CHECK REQUEST FOR TRANSCRIPT (0.3); ASSEMBLE PROFFER BINDERS FOR HEARING (1.0); REVIEW CORRESPONDENCE FOR MASTER SERVICE LIST REQUESTS (0.5); RUN CHANGES AND PROVIDE BLACKLINES TO FINALIZE ORDERS (8.4).
SALAZAR AG	11/03/05	13.60	PREPARE AND ELECTRONICALLY FILE HEARING AGENDA (0.8); COORDINATE WITH NOTICING AGENT FOR SERVICE OF AGENDA (0.5); PREPARE AND ELECTRONICALLY FILE RESPONSES FOR ORDERS (1.0); RUN CHANGES TO ORDERS, PROVIDE BLACKLINES AND ASSIST IN CIRCULATING TO TEAM AND TO CHAMBERS (5.4); ASSEMBLE HEARING BINDERS, DOCUMENTS, AND COORDINATE HEARING (5.9).
SALAZAR AG	11/04/05	7.20	PREPARE HEARING BINDERS (1.5); PREPARE HEARING MATERIALS (1.0); FINALIZE ORDERS AND SEND TO CHAMBERS (1.5); ATTEND HEARING (2.3); FED EX COPIES OF MATERIALS TO CLIENT (0.2); COORDINATE APPROPRIATE SERVICE WITH NOTICING AGENT (0.7).
SALAZAR AG	11/07/05	1.70	ORDER TRANSCRIPT FROM HEARING (0.3); BEGIN DRAFTING HEARING AGENDA (0.3); REVIEW NOTICES OF APPEARANCE AND DRAFT AND SEND RESPONSE LETTERS (1.1).
SALAZAR AG	11/08/05	5.10	REVIEW CORRESPONDENCE (0.7); DRAFT AND SEND LETTERS TO MASTER SERVICE LIST REQUESTS (0.9); COLLECT DOCUMENTS FOR UPLOAD IN DATABASE (2.8); FILE MAINTENANCE (0.5); RESPOND TO DOCUMENT REQUESTS (0.2).
SALAZAR AG	11/09/05	9.70	ORGANIZE HEARING FILES (1.5); COLLECT SPECIAL NOTICE PARTIES (1.0); UPDATE SERVICE LISTS (1.4); DRAFT AGENDA (2.1); COORDINATE CONFERENCE CALL (0.4); PREPARE, AND ELECTRONICALLY FILE MOTIONS (2.3); COORDINATE SERVICE WITH KCC (1.0).
SALAZAR AG	11/10/05	7.80	COLLECT DOCUMENT NUMBERS FOR MASTER CHART (0.5); PRODUCE AND COURIER COURTESY FILINGS TO CHAMBERS (0.3); REVIEW NEW MOTIONS TO BE FILED (0.8); REVIEW ORDERS FOR PROCEDURES RE AMENDMENTS TO SCHEDULES AND CASE MANAGEMENT (0.7); DRAFT AGENDA (3.4); COORDINATE WITH ASSOCIATE FOR PRECEDENT AGENDAS DRAFTED (0.5); RESPOND TO REQUESTS FOR DOCUMENTS (1.0); CORRESPOND WITH KCC RE PREVIOUS NIGHT'S SERVICE OF DOCUMENTS (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	11/14/05	2.20	UPDATE AGENDA WITH NEW COURT FILINGS (1.4); RESPOND TO DELPHI HOTLINE CALLS (0.5); SEARCH DOCKET FOR PRECEDENT DOCUMENT (0.2); REVIEW AND RESPOND TO EMAIL REQUESTS (0.1).
SALAZAR AG	11/15/05	1.90	RESPOND TO MESSAGES LEFT ON HOTLINE (0.5); PREPARE AND SUBMIT DOCUMENTS FOR UPLOAD IN DATABASE (1.2); RESPOND TO ATTORNEY REQUESTS (0.2).
SALAZAR AG	11/16/05	4.30	REVIEW AND RESPOND TO EMAIL (0.3); COORDINATE SERVICE OF DOCUMENT (0.2); DRAFT AGENDA (3.8).
SALAZAR AG	11/17/05	1.00	FINALIZE AGENDA FOR FIRST DISTRIBUTION (1.0).
SALAZAR AG	11/18/05	3.50	HAND DELIVER PLEADINGS TO US TRUSTEE (1.5); UPDATE AGENDA (1.2); DISTRIBUTE PLEADINGS TO TEAM (0.8).
SALAZAR AG	11/21/05	5.40	UPDATE HEARING AGENDA (1.4); RESPOND TO REQUESTS FOR DOCUMENTS (0.3); DRAFT AND SEND LETTERS TO PARTIES REQUESTING INCLUSION ON MASTER SERVICE LIST (0.4); RESPOND TO MESSAGES LEFT BY CALLERS TO DELPHI'S HOTLINE (0.3); CREATE AND ASSEMBLE ALL DOCUMENTS HEARING BINDER (3.0).
SALAZAR AG	11/22/05	7.40	RESPOND TO REQUESTS FOR DOCUMENTS (0.2); REVIEW AFFIDAVIT OF SERVICE (0.1); FINALIZE ALL DOCS BINDER (2.3); UPDATE HEARING AGENDA (1.8); PREPARE AND PAPER FILE RESPONSES AND SUPPLEMENTAL DECLARATION (3.0).
SALAZAR AG	11/23/05	4.50	CONFERENCE CALL RE AGENDA (1.5); REVISE AND UPDATE AGENDA (2.0); COORDINATE WITH TOGUT ATTORNEYS FOR STATUS OF THEIR PAPERS AND FILING (1.0).
SALAZAR AG	11/25/05	4.00	PREPARE AND ELECTRONICALLY FILE RESPONSE TO MOTION (0.5); COORDINATE FOR SERVICE OF DOCUMENTS (0.8); UPDATE AGENDA WITH RECENT OBJECTIONS FILED (2.7).
SALAZAR AG	11/27/05	8.20	CONFERENCE CALL FOR STATUS OF PREPARATION FOR CASE (1.5); UPDATE AGENDA AND REVISE VERSIONS PER THE COMMENTS OF OTHER RETAINED PROFESSIONALS (4.8); REVIEW OBJECTIONS FILED AND CREATE BINDER OF ENTRIES (0.9); ASSEMBLE BINDER WITH ORDERS FOR HEARING (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	11/28/05	15.70	PREPARE AND ELECTRONICALLY FILE DECLARATIONS IN SUPPORT OF MOTION (1.5); REVIEW AND RUN CHANGES ON AGENDA (1.0); PREPARE AND FILE HEARING AGENDA (0.3); PULL SCHEDULING ORDER FILED AND EDIT TO CREATE A REVISED VERSION (1.2); MEET WITH ATTORNEYS AND ORGANIZE TASK LIST (0.3); PREPARE AND FILE RESPONSE TO OBJECTIONS TO MOTION (1.5); CREATE ORDER BOXES FOR HEARING (3.0); REVIEW NEW OBJECTIONS AND ADD TO BINDERS WITH INDEX (3.0); CREATE ORDER BINDERS (3.0); RESPOND TO ATTORNEY REQUESTS FOR CASE DOCUMENTS (0.5); COORDINATE SERVICE OF FILED ITEMS WITH KCC (0.4).
SALAZAR AG	11/29/05	10.60	COORDINATE DELIVERY OF DOCUMENTS TO COURT FOR HEARING (0.5); ATTEND COURT HEARING AND RESPOND TO REQUESTS AS NEEDED (9.0); COORDINATE RETURN OF DOCUMENTS TO SKADDEN (0.6); ARRANGE DOCUMENTS IN CASE ROOM (0.5).
SALAZAR AG	11/30/05	2.50	PULL DOCKET AS REQUESTED FOR PRECEDENT (0.1); CLEAN HEARING FILES AND ORGANIZE CASE ROOM (1.8); REQUEST TRANSCRIPT FOR HEARING (0.5); REVIEW AFFIDAVITS FOR PROOF OF SERVICE (0.1).
		<b>289.90</b>	
ZSOLDOS AF	10/08/05	9.00	PREPARE FOR DELPHI CORP. BRIDGE HEARING (9.0).
ZSOLDOS AF	10/10/05	15.60	PREPARE FOR FIRST DAY HEARING, INCLUDING: PREPARATION OF BINDERS FOR DISTRIBUTION (2.6); DELIVERING SET OF PLEADINGS TO T. KENNEDY (1.5); CHECKING DOCUMENT NUMBERS OF MOTIONS AND ORDERS FILED FOR BLACKLINING (1.7); PREPARE CASE LAW BINDER (9.8).
ZSOLDOS AF	10/11/05	16.10	CONTINUE PULLING AND ORGANIZING CASES FOR CASE LAW BINDER (10.2); COMPLETE INDEX FOR BINDER AND SEND TO COPY CENTER (0.8); ORGANIZE FILES FOR HEARING (1.0); ATTEND FIRST DAY HEARING (4.1).
ZSOLDOS AF	10/12/05	1.40	PREPARE DOCKET FOR ATTORNEY REVIEW (0.2); PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); CHECK FOR NOTICES OF APPEARANCE ON DOCKET (1.0).
ZSOLDOS AF	10/14/05	3.90	PREPARE DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); REVIEW PETITIONS OF NEW ENTITIES, REVIEWING MOTION DRAFTS, PDF AND PREPARING FOR FILING (1.9); FILE NEW CASES IN DELPHI AND FILE NEW MOTIONS (1.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	10/17/05	8.20	PREPARE BINDER OF PETITIONS AND DOCUMENTS FILED FRIDAY TO TAKE TO COURT (2.0); UPDATE SERVICE LIST PURSUANT TO NOTICES OF APPEARANCE (1.0); ORGANIZE MATERIALS FOR BINDER OF MOTIONS (0.6); PREPARE FOR PAPER FILING OF MOTIONS, INCLUDING RUNNING DOCUMENTS AND MAKING CHANGES TO DOCUMENTS (1.2); PREPARE DISCS FOR PAPER FILING (1.7); DELIVER DISCS AND DOCUMENTATION TO COURT (1.1).
ZSOLDOS AF	10/18/05	9.20	CHECK NOTICE REQUIREMENTS/SERVICE REQUIREMENTS OF SKADDEN ORDERS VS COURT REQUIREMENTS/CHANGES, INCLUDING REVIEWING ALL ORDERS (1.7); PDF AND EMAIL DISCLOSURE LIST TO INTERESTED PARTY (0.2); REVISE AND BLACKLINE ADDITIONAL DEBTORS INTERIM ORDER (UBER ORDER) (1.1); PREPARE BINDER OF 1ST DAY MOTIONS WITH SIGNED ORDERS (4.1); PREPARE BINDER OF MOTIONS AND PETITIONS FILED FRIDAY, INCLUDING PROFFERS (2.1).
ZSOLDOS AF	10/19/05	4.70	CHECK NOTICES OF APPEARANCE FOR SERVICES (1.5); REVISE ADDITIONAL DEBTORS' ORDER, INCLUDING ADDING RETENTIONS TO EXHIBIT AND BLACKLINING (1.5); ORGANIZE CONFERENCE ROOM CONTAINING BINDERS OF FIRST DAY PLEADINGS, INCLUDING SHIPPING BOXES TO APPROPRIATE PARTIES IN THE FIRM (1.0); PREPARE DOCKET UPDATE FOR ATTORNEY REVIEW (0.7)..
ZSOLDOS AF	10/20/05	6.40	PREPARE DOCKET UPDATE FOR ATTORNEY REVIEW, INCLUDING SENDING SPECIFIC ENTRIES TO INDIVIDUALS (2.3); REVISE VARIOUS FINAL ORDERS, INCLUDING: CHECKING INTERIM ORDERS FOR LANGUAGE MATCHING THAT IN THE FINAL ORDERS, BLACKLINE ORDERS, MAKE CHANGES, AND CREATE NEW DOCUMENTS FOR ATTORNEY REVIEW (4.1).
ZSOLDOS AF	10/21/05	5.30	PREPARE DOCKET UPDATE FOR ATTORNEY REVIEW, INCLUDING PULLING SPECIFIC ENTRIES AND PDFING TO VARIOUS PEOPLE (2.8); REVISE VARIOUS FINAL ORDERS FOR S. TOUSSI REVIEW (2.5).
ZSOLDOS AF	10/24/05	6.00	PREPARE DELPHI DOCKET UPDATE (1.3); PREPARE CERTIFICATE OF SERVICE BINDER (0.7); PREPARE SECOND DOCKET UPDATE AND PULL OTHER REQUESTS FOR ATTORNEY REVIEW (3.5); UPDATE HEARING AGENDA WITH MOST RECENT DOCKET UPDATES (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	10/25/05	6.70	SEARCH FOR AND DISTRIBUTE MODEL FEE COMMITTEE EXHIBIT (0.2); CONTINUE PREPARATION OF CERTIFICATE OF SERVICE BINDER (0.9); CREATE MASTER CHART OF ALL DELPHI DOCUMENTS (5.6).
ZSOLDOS AF	10/26/05	10.20	UPDATE OMNIBUS HEARING AGENDA (0.4); PREPARE DOCKET UPDATE (0.4); PULL UNSECURED CREDITORS STATEMENTS AND OBJECTIONS FROM DOCKET FOR ATTORNEY REVIEW (0.2); REVISE AND UPDATE CHART OF ALL DELPHI DOCUMENTS (0.8); COMPARE SIGNED ORDERS FROM DOCKET TO ORDERS SAVED IN SYSTEM FOR DISCREPANCIES (2.3); FILE NOTICE OF FIRST OMNIBUS HEARING AGENDA (0.4); DISTRIBUTE MOST RECENT OBJECTIONS (0.3); REVISE INDEX OF HEARING BINDER AND DISTRIBUTE TO TEAM (0.4); CREATE PROFFER BINDERS (1.0); UPDATE BINDERS WITH FINAL ORDERS (0.6); MEET RE STATUS OF HEARING PREP (0.8); COMPLETE HEARING BINDERS (0.8); COMPLETE BOXES OF HEARING DOCUMENTS (1.8).
ZSOLDOS AF	10/27/05	11.80	PREPARE FOR, ATTEND, AND ORGANIZE DOCUMENTS AFTER HEARING (11.8).
ZSOLDOS AF	10/28/05	1.70	PREPARE DOCKET FOR ATTORNEY REVIEW (1.1); PREPARE BINDERS AND UPDATE INDEX (0.6).
ZSOLDOS AF	10/31/05	3.10	PREPARE DOCKET UPDATE FOR ATTORNEY REVIEW (0.5); ORGANIZE HEARING BINDERS (0.6); UPDATE ALL DOCUMENTS LIST (2.0).
ZSOLDOS AF	11/01/05	5.30	PREPARE DOCKET UPDATE FOR ATTORNEY REVIEW (0.3); UPDATE MASTER LIST OF ALL DELPHI CASE DOCUMENTS (2.8); CREATE 11/4 HEARING SPECIFIC CHART OF ALL DOCUMENTS, OBJECTIONS, AND OTHER APPLICABLE INFORMATION (2.2).
ZSOLDOS AF	11/02/05	10.70	PREPARE DOCKET UPDATE FOR ATTORNEY REVIEW (0.6); PULL REQUESTED DOCUMENTS FROM DOCKET FOR R. MEISLER (0.2); REVISE MASTER DOCUMENT INDEX AND MASTER HEARING INDEX (2.7); REVIEW MASTER HEARING INDEX WITH A. HERRIOTT (0.5); ATTEND TO CASE LAW BINDER PREPARATION, INCLUDING: SLIP SHEETING, FINDING MISSING DOCUMENTS ON WESTLAW AND LEXIS, AND CREATE NEW INDEX (4.9); MAKE CHANGES TO PROFFERS, ORDERS, BLACKLINE, AND PREPARE FOR ATTORNEY REVIEW (1.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	11/03/05	12.70	PREPARE DOCKET UPDATE FOR ATTORNEY REVIEW (0.4); REVIEW AND UPDATE CASE LAW BINDER (1.1); PREPARE ORDER BINDERS (1.2); VARIOUS BINDER PREPARATION AND FINALIZATION: ORDERS, BLACKLINES, PROFFERS, CASE LAW, INCLUDING SLIP SHEETING (7.6); REVIEW LAST HEARINGS MATERIALS (2.4).
ZSOLDOS AF	11/04/05	7.10	FINALIZE BINDERS, INCLUDING SLIP-SHEETING (1.9); ATTEND HEARING (2.5); ORGANIZE DOCUMENTS AND BINDERS AFTER HEARING (2.7).
ZSOLDOS AF	11/07/05	1.00	PREPARE DOCKET UPDATE FOR ATTORNEY REVIEW (0.8); PULL REQUESTED DOCUMENTS FOR R. MEISLER (0.2).
ZSOLDOS AF	11/08/05	1.40	PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.5); UPDATE ALL DOCUMENTS CHART (0.5); REVIEW EMAIL FROM A. HERRIOTT RE TASKS (0.1); PULL REQUESTED DOCUMENTS FROM DOCKET PER R. MEISLER'S REQUEST (0.3).
ZSOLDOS AF	11/09/05	4.10	PREPARE DOCKET UPDATE FOR ATTORNEY REVIEW (1.1); UPDATE MOTION SUMMARY CHART (1.1); TEND TO TELEPHONE CALLS/EMAILS/OTHER REQUESTS THROUGHOUT THE DAY (0.7); UPDATE ALL DOCUMENTS CHARTS (0.8).
ZSOLDOS AF	11/10/05	4.50	PREPARE DOCKET UPDATE FOR ATTORNEY REVIEW (0.9); UPDATE ALL DOCUMENTS CHART (0.8); UPDATE MOTION SUMMARY CHART, INCLUDING REVIEWING AND SUMMARIZING ARGUMENTS SET FORTH IN MOTIONS (2.8).
ZSOLDOS AF	11/11/05	3.90	CORRESPONDENCE WITH R. REESE RE DELPHI HOTLINE RESPONSIBILITIES (0.3); RESPOND TO CALLS AND EMAILS LISTED ON THE HOTLINE CHART (3.6).
ZSOLDOS AF	11/14/05	3.00	PREPARE DOCKET UPDATE FOR ATTORNEY REVIEW (0.8); UPDATE MOTION SUMMARY CHART (0.5); SEND CHART TO T. BEHNKE AT FTI (0.1); PREPARE CASE ADMINISTRATION BINDER (1.6).
ZSOLDOS AF	11/15/05	7.30	FINAL PREPARATION OF CASE ADMINISTRATION BINDER (0.8); PREPARE DOCKET UPDATE FOR ATTORNEY REVIEW (0.7); UPDATE ALL DOCUMENTS CHARTS (5.5); PREPARE CASE ADMINISTRATION BINDER (0.3).
ZSOLDOS AF	11/16/05	1.90	PREPARE DOCKET UPDATE FOR ATTORNEY REVIEW (1.3); UPDATE MOTION SUMMARY CHART (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	11/17/05	4.50	PREPARE DOCKET UPDATE FOR ATTORNEY REVIEW (0.7); CREATE LIST OF ALL OBJECTING PARTIES TO COMPARE AGAINST ENTITIES ALREADY RUN (2.5); SEARCH FILES FOR ORIGINAL SIGNATURES TO PETITIONS (1.3).
ZSOLDOS AF	11/21/05	4.10	PREPARE DOCKET UPDATE FOR ATTORNEY REVIEW (0.6); UPDATE MOTION SUMMARY CHART (0.9); UPDATE LIST OF OBJECTING PARTIES (0.6); UPDATE ALL DOCUMENTS CHART AND CREATE OMNIBUS HEARING CHART (2.0).
ZSOLDOS AF	11/22/05	3.40	PREPARE DOCKET FOR ATTORNEY REVIEW (0.8); UPDATE MOTION SUMMARY CHART (0.2); SEARCH VARIOUS CASES FOR NOTICES OF PRESENTMENT AND FWD (0.4); CREATE AND UPDATE OMNIBUS HEARING CHART (2.0).
ZSOLDOS AF	11/27/05	5.30	REVIEW AND RESPOND TO TELEPHONE CALLS AND EMAILS RECEIVED (0.4); RESPOND TO TELEPHONE CALLS, EMAILS TO DELPHI HOTLINE AND UPDATE DELPHI HOTLINE CHART (1.1); UPDATE MOTION SUMMARY CHART (2.1); UPDATE OMNIBUS HEARING CHART AND MASTER INDEX (0.4); UPDATE OBJECTING PARTIES CHART (1.1).
ZSOLDOS AF	11/28/05	11.50	PREPARE DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); UPDATE OMNIBUS HEARING CHART (2.1); UPDATE MASTER DOCUMENT INDEX (0.7); DOCKET PULLS FOR R. MEISLER (0.2); UPDATE MOTION SUMMARY CHART AND LIST OF OBJECTING PARTIES (0.7); DELIVER DOCUMENTS TO LATHAM AND WATKINS FOR J. SHEEHAN SIGNATURE (1.0); GENERAL PREPARATION FOR HEARING (6.6).
ZSOLDOS AF	11/29/05	9.40	PREPARE FOR OMNIBUS HEARING, INCLUDING ASSEMBLING BINDERS AND BOXES FOR DELIVERY TO COURT (1.0); ATTENDANCE AND MAINTANENCE OF FILES AT HEARING (8.4).
ZSOLDOS AF	11/30/05	5.10	PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.8); ORGANIZE CASE ROOM OF BOXES FROM VARIOUS HEARINGS (4.3).
		225.50	
<b>Total Legal Assistant</b>		<b>900.20</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ISAKSSON NK	10/24/05	7.20	PROOFREAD MEMOS RE BANKRUPTCY (7.2) .
		7.20	
NEGRON AM	10/12/05	5.40	UPDATE PLEADINGS INDEX (1.2) AND DOWNLOAD AND INDEX PLEADINGS (4.2) .
NEGRON AM	10/13/05	3.80	UPDATE PLEADINGS INDEX (1.3); DOWNLOAD PLEADINGS (1.1); REVIEW AND INDEX PLEADINGS AND FILE IN OUR ONSITE FILES (1.4) .
NEGRON AM	10/14/05	1.10	UPDATE PLEADINGS INDEX (1.1) .
NEGRON AM	10/16/05	3.40	UPDATE PLEADINGS INDEX (0.9); DOWNLOAD PLEADINGS (1.1); REVIEW AND INDEX PLEADINGS AND FILE IN OUR ONSITE FILES (1.4) .
NEGRON AM	10/17/05	2.60	REVIEW AND INDEX PLEADINGS FOR OUR ONSITE FILES (2.6) .
NEGRON AM	10/19/05	6.30	UPDATE PLEADINGS INDEX (1.6); UPDATE CLAIMS INDEX (1.4); FILE CLAIMS IN THEIR RESPECTIVE FILES (1.2); DOWNLOAD PLEADINGS (1.2) .
NEGRON AM	10/20/05	3.00	REVIEW AND INDEX PLEADINGS FOR OUR ONSITE FILES (2.4) AND UPDATE PLEADINGS INDEX (0.6) .
NEGRON AM	10/21/05	0.60	ASSEMBLE CASE ADMIN DOCUMENTS (0.6) .
NEGRON AM	10/25/05	1.10	UPDATE PLEADINGS INDEX (1.1) .
NEGRON AM	10/26/05	1.20	UPDATE PLEADINGS INDEX (1.2) .
NEGRON AM	10/28/05	6.90	UPDATE PLEADINGS INDEX (2.4); UPDATE CLAIMS INDEX (2.4) AND CREATE FILES AND FILE CLAIMS IN OUR ONSITE FILES (2.1) .
NEGRON AM	11/01/05	2.40	UPDATE PLEADINGS INDEX (1.1); AND UPDATE ONSITE PLEADINGS FILES (1.3) .
NEGRON AM	11/03/05	1.30	UPDATE PLEADINGS INDEX (1.3) .
NEGRON AM	11/04/05	0.90	UPDATE PLEADINGS INDEX (0.9) .
NEGRON AM	11/07/05	1.50	UPDATE PLEADINGS INDEX (0.9) AND REVIEW AND INDEX PLEADINGS FOR OUR ONSITE PLEADINGS FILES (0.6) .
NEGRON AM	11/08/05	2.00	UPDATE PLEADINGS INDEX (0.9); REVIEW AND INDEX PLEADINGS AND FILE IN OUR ONSITE FILES (1.1) .
NEGRON AM	11/09/05	0.40	UPDATE PLEADINGS INDEX (0.4) .
NEGRON AM	11/10/05	2.00	UPDATE PLEADINGS INDEX (0.4); REVIEW AND INDEX PLEADINGS AND PREPARE SUCH DOCUMENTS FOR OUR ON-SITE PLEADINGS FILES (1.6) .

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

NEGRON AM	11/11/05	4.80	UPDATE PLEADINGS INDEX (1.1); REVIEW AND INDEX PLEADINGS FOR OUR ONSITE PLEADINGS FILES (0.9) AND REVIEW DUPLICATE CLAIMS FOR ORIGINALS AND FILE IN THEIR RESPECTIVE FILES (2.8) .
NEGRON AM	11/14/05	0.60	UPDATE PLEADINGS INDEX (0.6) .
NEGRON AM	11/15/05	0.90	UPDATE PLEADINGS INDEX (0.9) .
NEGRON AM	11/16/05	2.80	UPDATE PLEADINGS INDEX (0.9); UPDATE 2002 SERVICE LIST FROM NEW NOTICES OF APPEARANCE (0.7); UPDATE PLEADINGS BINDERS (0.7) AND REVIEW AND INDEX PLEADINGS IN CONCORDANCE DATABASE (0.5) .
NEGRON AM	11/21/05	0.90	UPDATE PLEADINGS INDEX (0.9) .
NEGRON AM	11/22/05	2.00	UPDATE PLEADINGS INDEX (1.1); UPDATE 2002 SERVICE LIST (0.6) AND UPDATE RECLAMATION CLAIMS LIST (0.3) .
NEGRON AM	11/23/05	3.80	UPDATE PLEADINGS INDEX (1.1); UPDATE 2002 SERVICE LIST (0.9); REVIEW AND INDEX PLEADINGS FOR OUR ONSITE PLEADINGS FILES (1.6) AND UPDATE RECLAMATION CLAIMS INDEX (0.2) .
NEGRON AM	11/28/05	2.50	UPDATE PLEADINGS INDEX (1.1); REVIEW AND INDEX PLEADINGS AND PREPARE SUCH DOCUMENTS FOR OUR ON-SITE PLEADINGS FILES (0.7) AND UPDATE 2002 SERVICE LIST (0.7) .
NEGRON AM	11/29/05	2.00	UPDATE PLEADINGS INDEX (1.1) AND UPDATE 2002 SERVICE LIST (0.9) .
NEGRON AM	11/30/05	0.90	UPDATE PLEADINGS INDEX (0.6) AND UPDATE 2002 SERVICE LIST (0.3) .
		<b>67.10</b>	
RIVERA M	10/11/05	2.00	UPDATE PRESS RELEASE FILES AND INDEX (2.0) .
RIVERA M	10/12/05	2.10	UPDATE PRESS RELEASE FILES AND INDEX (2.1) .
RIVERA M	10/13/05	1.60	UPDATE PRESS RELEASE FILES AND INDEX (1.6) .
RIVERA M	10/14/05	2.60	UPDATE PRESS RELEASE FILES AND INDEX (1.5); ASSEMBLE DOCUMENTS FOR ATTORNEY REVIEW (1.1) .
RIVERA M	10/17/05	1.70	UPDATE PRESS RELEASE FILES AND INDEX (1.7) .
RIVERA M	10/18/05	1.90	UPDATE PRESS RELEASE FILES AND INDEX (1.9) .
RIVERA M	10/19/05	2.00	UPDATE PRESS RELEASE FILES AND INDEX (2.0) .

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

RIVERA M	10/20/05	0.60	UPDATE PRESS RELEASE FILES AND INDEX (0.6).
RIVERA M	10/21/05	1.10	UPDATE PRESS RELEASE FILES AND INDEX (0.7); ASSEMBLE DOCUMENTS FOR ATTORNEY REVIEW (0.4).
RIVERA M	10/24/05	2.00	UPDATE PRESS RELEASE FILES AND INDEX (2.0).
RIVERA M	10/25/05	1.50	UPDATE PRESS RELEASE FILES AND INDEX (1.5).
RIVERA M	10/26/05	1.70	UPDATE PRESS RELEASE FILES AND INDEX (1.7).
RIVERA M	10/27/05	1.10	UPDATE PRESS RELEASE FILES AND INDEX (1.1).
RIVERA M	10/28/05	1.80	UPDATE PRESS RELEASE FILES AND INDEX (1.8).
RIVERA M	10/31/05	2.00	UPDATE PRESS RELEASE FILES AND INDEX (2.0).
RIVERA M	11/01/05	3.80	SCAN AND CODE CORRESPONDENCE (1.5); DOCKET PLEADINGS (1.3); UPDATE PRESS RELEASE FILES AND INDEX (1.0).
RIVERA M	11/02/05	3.90	ASSEMBLE DOCUMENTS FOR ATTORNEY REVIEW (1.5); DOCKET PLEADINGS (1.0); UPDATE PRESS RELEASE FILES AND INDEX (1.4).
RIVERA M	11/03/05	6.20	UPDATE PRESS RELEASE FILES AND INDEX (0.5); DOCKET PLEADINGS (5.7).
RIVERA M	11/04/05	5.20	DOCKET PLEADINGS (2.0); UPDATE PRESS RELEASE FILES AND INDEX (1.0); SCAN AND CODE CORRESPONDENCE (1.9); PREPARE CORRESPONDENCE FILES (0.3).
RIVERA M	11/07/05	3.30	UPDATE PRESS RELEASE FILES AND INDEX (1.4); SCAN AND INDEX CORRESPONDENCE (1.9).
RIVERA M	11/08/05	1.10	UPDATE PRESS RELEASE FILES AND INDEX (1.1).
RIVERA M	11/09/05	3.80	UPDATE PRESS RELEASE FILES AND INDEX (1.8); UPDATE CORRESPONDENCE FILES (0.4); DOCKET PLEADINGS (1.6).
RIVERA M	11/10/05	3.50	UPDATE PRESS RELEASE FILES AND INDEX (1.2); SCAN AND INDEX CORRESPONDENCE (1.9); UPDATE CORRESPONDENCE FILES (0.4).
RIVERA M	11/11/05	2.80	SCAN AND INDEX CORRESPONDENCE (2.0); PREPARE CORRESPONDENCE FILES (0.5); UPDATE CORRESPONDENCE FILES (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

RIVERA M	11/14/05	4.30	UPDATE PRESS RELEASE FILES AND INDEX (1.8); DOCKET PLEADINGS (1.3); PREPARE CORRESPONDENCE FILES (0.5); UPDATE CORRESPONDENCE FILES (0.7).
RIVERA M	11/15/05	4.70	SCAN AND INDEX CORRESPONDENCE (1.9); UPDATE PRESS RELEASE FILES AND INDEX (1.1); DOCKET PLEADINGS (0.6); UPDATE CORRESPONDENCE FILES (0.4); REVIEW AND UPDATE WORKING GROUP LIST (0.7).
RIVERA M	11/16/05	2.40	SCAN AND INDEX CORRESPONDENCE (1.3); UPDATE CORRESPONDENCE FILES (0.4); UPDATE PRESS RELEASE FILES AND INDEX (0.7).
RIVERA M	11/17/05	3.80	SCAN AND INDEX CORRESPONDENCE (2.1); UPDATE PRESS RELEASE FILES AND INDEX (0.7); DOCKET PLEADINGS (1.0).
RIVERA M	11/18/05	4.50	UPDATE PRESS RELEASE FILES AND INDEX (1.6); UPDATE CORRESPONDENCE FILES (1.0); PREPARE CORRESPONDENCE FILES (0.5); UPDATE CORRESPONDENCE INDEX (0.6); DOCKET PLEADINGS (0.8).
RIVERA M	11/21/05	4.30	UPDATE PRESS RELEASE FILES AND INDEX (1.7); UPDATE CORRESPONDENCE FILES AND INDEX (1.6); DOCKET PLEADINGS (1.0).
RIVERA M	11/22/05	4.00	UPDATE PRESS RELEASE FILES AND INDEX (2.0); UPDATE CORRESPONDENCE FILES AND INDEX (1.3); DOCKET PLEADINGS (0.7).
RIVERA M	11/23/05	2.60	UPDATE PRESS RELEASE FILES AND INDEX (1.9); UPDATE CORRESPONDENCE FILES (0.7).
RIVERA M	11/28/05	3.80	UPDATE PRESS RELEASE FILES AND INDEX (1.8); UPDATE CORRESPONDENCE FILES (1.0); DOCKET PLEADINGS (1.0).
RIVERA M	11/29/05	3.20	UPDATE PRESS RELEASE FILES AND INDEX (1.6); UPDATE CORRESPONDENCE FILES (1.1); DOCKET PLEADINGS (0.5).
RIVERA M	11/30/05	2.60	UPDATE PRESS RELEASE FILES AND INDEX (1.6); DOCKET PLEADINGS (0.7); UPDATE CORRESPONDENCE FILES (0.3).
		<b>99.50</b>	
ROMAN JJ	10/11/05	4.10	RETRIEVE FIRST DAY DOCUMENTS AND PREPARE BINDERS FOR (1.4); PREPARE PRESENTATION MATERIALS FOR SHIPMENT TO COURT FOR HEARING (1.1); ASSIST P. CHOW WITH RETRIEVAL AND PREPARATION OF ORDERS FOR ATTORNEYS IN COURT HEARING RE FIRST DAY MOTIONS (1.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ROMAN JJ	10/12/05	1.50	ASSIST WITH PREPARATION OF FIRST DAY DOCUMENTS FOR ATTORNEY REVIEW (0.6); FORWARD DOCUMENTS TO A. HERRIOTT FOR REVIEW (0.6); FORWARD OUTSIDE COUNSEL INQUIRIES RE HEARING DOCUMENTS TO A. HERRIOTT (0.3).
ROMAN JJ	10/13/05	3.50	WORK WITH A. SALAZAR ON DOCUMENT SEARCH AND RETRIEVAL OF NOTICES AND INTERIM ORDERS (0.9); REVIEW AND MODIFY DOCUMENTS FOR DEBTORS' INFORMATION RE NOTICE OF CHAPTER 11 COMMENCEMENT (1.9); CONTACT COURT FOR ATTORNEYS ON PROCEDURES RE HEARING TRANSCRIPTS (0.7).
ROMAN JJ	10/14/05	3.00	CONTINUE WORK WITH A. SALAZAR ON DOCUMENT SEARCH AND RETRIEVAL OF NOTICES, MOTIONS AND ORDERS (1.4); ANALYZE DOCKET REPORT AND PLEADINGS RE SAME (1.6).
ROMAN JJ	10/17/05	0.80	ASSIST WITH PREPARATION AND RETRIEVAL OF DOCUMENTS RE HEARING ON FIRST DAY MOTIONS (0.8).
ROMAN JJ	10/19/05	2.00	REVIEW DOCKETS AND RETRIEVE DOCUMENTS FOR ATTORNEY UPDATES RE NOTICES OF APPEARANCE (0.9); COORDINATE WITH A. ZSOLDOS RE RELOCATION OF DOCUMENTS WITH DRAFTS AND ACCOMMODATE IN CASE ROOM RE FIRST DAY PLEADINGS (1.1).
ROMAN JJ	10/21/05	0.30	FORWARD CALLS AND VOICE MAIL INQUIRIES TO T. MATZ RE CT CREDIT MANAGERS (0.3).
ROMAN JJ	10/26/05	2.70	RETRIEVE DOCUMENTS AND PREPARE FOR HEARING RE GM'S OBJECTIONS (0.9); FOLLOW UP ON PREPARATION OF DOCUMENTS FOR HEARING BINDERS RE OMNIBUS HEARING (1.8).
		<b>17.90</b>	
WORSHECK TM	10/17/05	1.20	PREPARE DOCUMENTS FOR ATTORNEY REVIEW (1.2).
WORSHECK TM	10/19/05	5.40	DOWNLOAD PLEADINGS (2.4); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (2.4); PREPARE DOCUMENTS FOR ATTORNEY REVIEW (0.6).
WORSHECK TM	10/20/05	3.40	DOWNLOAD PLEADINGS (1.7); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.7).
WORSHECK TM	10/21/05	2.80	DOWNLOAD PLEADINGS (1.2); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.2); PREPARE DOCUMENTS FOR ATTORNEY REVIEW (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WORSHECK TM	10/24/05	3.10	DOWNLOAD PLEADINGS (1.3); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.3); PREPARE DOCUMENTS FOR ATTORNEY REVIEW (0.5).
WORSCHECK TM	10/25/05	4.60	DOWNLOAD PLEADINGS (1.7); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.7); PREPARE DOCUMENTS FOR ATTORNEY REVIEW (1.2).
WORSCHECK TM	10/26/05	3.80	DOWNLOAD PLEADINGS (1.6); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.6); PREPARE DOCUMENTS FOR ATTORNEY REVIEW (0.6).
WORSCHECK TM	10/27/05	1.80	DOWNLOAD PLEADINGS (0.7); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (0.7); PREPARE DOCUMENTS FOR ATTORNEY REVIEW (0.4).
WORSCHECK TM	10/28/05	2.10	REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.7); PREPARE DOCUMENTS FOR ATTORNEY REVIEW (0.4).
WORSCHECK TM	10/31/05	5.20	DOWNLOAD PLEADINGS (0.8); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (2.2); PREPARE DOCUMENTS FOR ATTORNEY REVIEW (2.2).
WORSCHECK TM	11/01/05	2.40	DOWNLOAD PLEADINGS (0.8); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.6).
WORSCHECK TM	11/02/05	2.30	DOWNLOAD PLEADINGS (0.7); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.6).
WORSCHECK TM	11/03/05	3.30	DOWNLOAD PLEADINGS (0.9); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.2); PREPARE DOCUMENTS FOR ATTORNEY REVIEW (1.2).
WORSCHECK TM	11/07/05	6.20	DOWNLOAD PLEADINGS (2.4); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (3.8).
WORSCHECK TM	11/08/05	5.80	DOWNLOAD PLEADINGS (2.4); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (3.4).
WORSCHECK TM	11/09/05	6.40	DOWNLOAD PLEADINGS (2.6); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (3.8).
WORSCHECK TM	11/10/05	3.10	DOWNLOAD PLEADINGS (1.3); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.8).
WORSCHECK TM	11/11/05	4.70	DOWNLOAD PLEADINGS (1.8); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (2.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WORSCHECK TM	11/14/05	4.90	DOWNLOAD PLEADINGS (1.7); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (3.2).
WORSCHECK TM	11/15/05	4.80	DOWNLOAD PLEADINGS (1.6); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (3.2).
WORSCHECK TM	11/16/05	1.80	DOWNLOAD PLEADINGS (0.6); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.2).
WORSCHECK TM	11/17/05	1.20	DOWNLOAD PLEADINGS (0.4); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (0.8).
WORSCHECK TM	11/18/05	2.40	DOWNLOAD PLEADINGS (0.6); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.8).
WORSCHECK TM	11/21/05	3.30	DOWNLOAD PLEADINGS (0.9); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (2.4).
WORSCHECK TM	11/22/05	5.40	DOWNLOAD PLEADINGS (1.8); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (3.6).
WORSCHECK TM	11/23/05	3.30	ASSIST WITH PREPARATION OF HEARING BINDER (3.3).
WORSCHECK TM	11/28/05	2.70	DOWNLOAD PLEADINGS (0.9); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.8).
WORSCHECK TM	11/29/05	2.40	DOWNLOAD PLEADINGS (0.8); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.6).
WORSCHECK TM	11/30/05	2.20	DOWNLOAD PLEADINGS (0.8); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.4).
		102.00	
<b>Total Legal Assistant Support</b>		293.70	
<b>TOTAL TIME</b>		<u>2,228.10</u>	

\* Law clerks are law school graduates  
who are not presently admitted to practice

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Case Administration**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	10/09/05	Herriott AV	407.21
Air/Rail Travel - vendor feed	10/09/05	Meisler RE	222.20
Air/Rail Travel - vendor feed	10/11/05	Meisler RE	713.07
Air/Rail Travel - vendor feed	10/11/05	Meisler RE	-668.07
Air/Rail Travel - vendor feed	10/12/05	Meisler RE	637.91
Air/Rail Travel - vendor feed	10/12/05	Meisler RE	317.97
Air/Rail Travel - vendor feed	10/12/05	Meisler RE	110.20
Air/Rail Travel - vendor feed	10/12/05	Herriott AV	411.41
Air/Rail Travel - vendor feed	10/12/05	Meisler RE	405.71
Air/Rail Travel - vendor feed	10/12/05	Meisler RE	405.71
Air/Rail Travel - vendor feed	10/12/05	Meisler RE	262.20
Air/Rail Travel - vendor feed	10/12/05	Meisler RE	470.91
Air/Rail Travel - vendor feed	10/12/05	Herriott AV	297.70
Air/Rail Travel - vendor feed	10/12/05	Meisler RE	-377.92
Air/Rail Travel - vendor feed	10/12/05	Herriott AV	713.07
Air/Rail Travel - vendor feed	10/12/05	Meisler RE	377.92
Air/Rail Travel - vendor feed	10/12/05	Herriott AV	-411.41
Air/Rail Travel - vendor feed	10/12/05	Demma J	308.86
Air/Rail Travel - vendor feed	10/12/05	Demma J	239.20
Air/Rail Travel - vendor feed	10/12/05	Demma J	-239.20
Air/Rail Travel - vendor feed	10/13/05	Chow PP	127.70

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	10/16/05	Herriott AV	262.20
Air/Rail Travel - vendor feed	10/16/05	Herriott AV	45.00
Air/Rail Travel - vendor feed	10/17/05	Chow PP	334.21
Air/Rail Travel - vendor feed	10/19/05	Meisler RE	220.39
Air/Rail Travel - vendor feed	10/19/05	Meisler RE	-110.20
Air/Rail Travel - vendor feed	10/20/05	Herriott AV	110.20
Air/Rail Travel - vendor feed	10/21/05	Meisler RE	108.70
Air/Rail Travel - vendor feed	10/23/05	Herriott AV	262.20
Air/Rail Travel - vendor feed	10/23/05	Herriott AV	45.00
Air/Rail Travel - vendor feed	10/24/05	Meisler RE	153.70
Air/Rail Travel - vendor feed	10/24/05	Meisler RE	529.21
Air/Rail Travel - vendor feed	10/25/05	Herriott AV	529.21
Air/Rail Travel - vendor feed	10/25/05	Demma J	857.91
Air/Rail Travel - vendor feed	10/25/05	Chow PP	741.41
Air/Rail Travel - vendor feed	10/25/05	Chow PP	389.21
Air/Rail Travel - vendor feed	10/25/05	Demma J	27.00
Air/Rail Travel - vendor feed	10/27/05	Herriott AV	377.92
Air/Rail Travel - vendor feed	10/27/05	Demma J	405.71
Air/Rail Travel - vendor feed	10/28/05	Chow PP	127.70
Air/Rail Travel - vendor feed	10/28/05	Meisler RE	422.92
Air/Rail Travel - vendor feed	11/01/05	Meisler RE	158.70
Air/Rail Travel - vendor feed	11/02/05	Herriott AV	424.42

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	11/02/05	Meisler RE	529.21
Air/Rail Travel - vendor feed	11/04/05	Meisler RE	522.43
Air/Rail Travel - vendor feed	11/04/05	Meisler RE	610.79
Air/Rail Travel - vendor feed	11/04/05	Meisler RE	477.43
Air/Rail Travel - vendor feed	11/04/05	Herriott AV	405.71
Air/Rail Travel - vendor feed	11/04/05	Herriott AV	477.43
Air/Rail Travel - vendor feed	11/04/05	Meisler RE	-610.79
Air/Rail Travel - vendor feed	11/04/05	Meisler RE	-477.43
Air/Rail Travel - vendor feed	11/09/05	Meisler RE	273.90
Air/Rail Travel - vendor feed	11/10/05	Meisler RE	160.20
Air/Rail Travel - vendor feed	11/16/05	Meisler RE	1,196.65
Air/Rail Travel - vendor feed	11/16/05	Herriott AV	1,632.79
Air/Rail Travel - vendor feed	11/18/05	Meisler RE	160.20
Air/Rail Travel - vendor feed	11/18/05	Herriott AV	267.20
Air/Rail Travel - vendor feed	11/18/05	Herriott AV	-267.20
Air/Rail Travel - vendor feed	11/18/05	Meisler RE	470.01
Air/Rail Travel - vendor feed	11/27/05	Demma J	990.19
Air/Rail Travel - vendor feed	11/27/05	Herriott AV	990.19
Air/Rail Travel - vendor feed	11/27/05	Micheli MJ	664.99
Air/Rail Travel - vendor feed	11/27/05	Meisler RE	488.67
Air/Rail Travel - vendor feed	11/27/05	Meisler RE	633.71
Air/Rail Travel - vendor feed	11/27/05	Demma J	-377.92

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	11/27/05	Meisler RE	-633.71
Air/Rail Travel - vendor feed	11/29/05	Meisler RE	536.37
Air/Rail Travel - vendor feed	11/29/05	Meisler RE	527.71
Air/Rail Travel - vendor feed	11/29/05	Meisler RE	-527.71
Air/Rail Travel - vendor feed	11/29/05	Demma J	405.71
Air/Rail Travel - vendor feed	11/30/05	Meisler RE	422.92
Air/Rail Travel - vendor feed	11/30/05	Meisler RE	-377.92
Air/Rail Travel - vendor feed	11/30/05	Meisler RE	115.20
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$20,842.00</b>
In-house Reproduction	10/10/05	Copy Center, D	150.00
In-house Reproduction	10/10/05	Copy Center, D	78.20
In-house Reproduction	10/11/05	Copy Center, D	235.40
In-house Reproduction	10/11/05	Copy Center, D	9.30
In-house Reproduction	10/11/05	Copy Center, D	8,141.02
In-house Reproduction	10/11/05	Copy Center, D	6.30
In-house Reproduction	10/11/05	Copy Center, D	323.20
In-house Reproduction	10/11/05	Copy Center, D	67.30
In-house Reproduction	10/11/05	Copy Center, D	23.00
In-house Reproduction	10/14/05	Copy Center, D	4,427.41
In-house Reproduction	10/14/05	Copy Center, D	745.30
In-house Reproduction	10/18/05	Copy Center, D	39.80
In-house Reproduction	10/18/05	Copy Center, D	1,777.90
In-house Reproduction	10/21/05	Copy Center, D	1,244.20
In-house Reproduction	10/21/05	Copy Center, D	82.60
In-house Reproduction	10/23/05	Copy Center, D	1,274.00
In-house Reproduction	10/25/05	Copy Center, D	1,067.80
In-house Reproduction	10/25/05	Copy Center, D	15.10
In-house Reproduction	10/25/05	Copy Center, D	452.30
In-house Reproduction	10/26/05	Copy Center, D	36.40

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	10/28/05	Copy Center, D	7.90
In-house Reproduction	10/28/05	Copy Center, D	1,330.85
In-house Reproduction	10/28/05	Copy Center, D	231.40
In-house Reproduction	10/28/05	Copy Center, D	121.60
In-house Reproduction	10/31/05	Copy Center, D	230.00
In-house Reproduction	11/01/05	Copy Center, D	450.20
In-house Reproduction	11/04/05	Copy Center, D	120.40
In-house Reproduction	11/04/05	Copy Center, D	297.30
In-house Reproduction	11/04/05	Copy Center, D	102.60
In-house Reproduction	11/04/05	Copy Center, D	276.20
In-house Reproduction	11/08/05	Copy Center, D	863.90
In-house Reproduction	11/08/05	Copy Center, D	13.60
In-house Reproduction	11/11/05	Copy Center, D	49.70
In-house Reproduction	11/11/05	Copy Center, D	0.60
In-house Reproduction	11/11/05	Copy Center, D	3,544.11
In-house Reproduction	11/14/05	Copy Center, D	680.80
In-house Reproduction	11/15/05	Copy Center, D	96.00
In-house Reproduction	11/15/05	Copy Center, D	1,262.90
In-house Reproduction	11/16/05	Copy Center, D	37.80
In-house Reproduction	11/18/05	Copy Center, D	107.20
In-house Reproduction	11/18/05	Copy Center, D	322.20
In-house Reproduction	11/22/05	Copy Center, D	76.90
In-house Reproduction	11/22/05	Copy Center, D	2,510.91
In-house Reproduction	11/25/05	Copy Center, D	316.50
In-house Reproduction	11/25/05	Copy Center, D	767.10
In-house Reproduction	11/29/05	Copy Center, D	1,062.50
In-house Reproduction	11/29/05	Copy Center, D	891.90
In-house Reproduction	11/29/05	Copy Center, D	417.80
In-house Reproduction	11/29/05	Copy Center, D	490.60
<b>TOTAL IN-HOUSE REPRODUCTION</b>			<b>\$36,878.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	10/28/05	Telecommunications, D	0.13
Telephone Expense	10/28/05	Telecommunications, D	0.01
Telephone Expense	10/28/05	Telecommunications, D	0.06
Telephone Expense	10/28/05	Telecommunications, D	8.52
Telephone Expense	10/28/05	Telecommunications, D	125.51
Telephone Expense	10/28/05	Telecommunications, D	11.30
Telephone Expense	10/28/05	Telecommunications, D	0.33
Telephone Expense	10/28/05	Telecommunications, D	5.35
Telephone Expense	10/28/05	Telecommunications, D	0.51
Telephone Expense	10/28/05	Telecommunications, D	34.03
Telephone Expense	10/28/05	Telecommunications, D	41.73
Telephone Expense	10/28/05	Telecommunications, D	9.77
Telephone Expense	10/28/05	Telecommunications, D	1.80
Telephone Expense	10/28/05	Telecommunications, D	2.58
Telephone Expense	10/28/05	Telecommunications, D	0.48
Telephone Expense	10/28/05	Telecommunications, D	0.11
Telephone Expense	10/28/05	Telecommunications, D	0.03
Telephone Expense	10/28/05	Telecommunications, D	0.01
Telephone Expense	11/23/05	Telecommunications, D	49.21
Telephone Expense	11/23/05	Telecommunications, D	70.80
Telephone Expense	11/23/05	Telecommunications, D	12.09
Telephone Expense	11/23/05	Telecommunications, D	0.46
Telephone Expense	11/23/05	Telecommunications, D	6.23
Telephone Expense	11/23/05	Telecommunications, D	9.37
Telephone Expense	11/23/05	Telecommunications, D	1.52
Telephone Expense	11/23/05	Telecommunications, D	0.06
<b>TOTAL TELEPHONE EXPENSE</b>			<b>\$392.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Non-standard/Outside Reproduction	10/10/05	Landmark Document Services	936.04
Non-standard/Outside Reproduction	10/14/05	Village Copier	1,820.78
Non-standard/Outside Reproduction	10/31/05	Village Copier	3,216.90
Non-standard/Outside Reproduction	11/23/05	Landmark Document Services	1,596.61
Non-standard/Outside Reproduction	11/25/05	Landmark Document Services	114.67
		<b>TOTAL NON-STANDARD/OUTSIDE REPRODUCTION</b>	<b>\$7,685.00</b>
Lexis/Nexis	10/09/05	Demma J	173.37
Lexis/Nexis	10/11/05	Demma J	159.00
Lexis/Nexis	10/12/05	Demma J	182.00
Lexis/Nexis	10/13/05	Demma J	63.00
Lexis/Nexis	10/14/05	Demma J	70.00
Lexis/Nexis	10/15/05	Demma J	7.00
Lexis/Nexis	10/16/05	Demma J	7.00
Lexis/Nexis	10/17/05	Demma J	49.00
Lexis/Nexis	10/18/05	Demma J	7.00
Lexis/Nexis	10/19/05	Demma J	63.00
Lexis/Nexis	10/20/05	Demma J	21.00
Lexis/Nexis	10/21/05	Demma J	7.00
Lexis/Nexis	10/22/05	Demma J	7.05
Lexis/Nexis	10/23/05	Demma J	7.00
Lexis/Nexis	10/24/05	Demma J	70.00
Lexis/Nexis	10/25/05	Demma J	35.00
Lexis/Nexis	10/26/05	Demma J	28.00
Lexis/Nexis	10/26/05	Zaltzman H	388.49
Lexis/Nexis	10/27/05	Demma J	49.00
Lexis/Nexis	10/28/05	Demma J	28.00
Lexis/Nexis	10/29/05	Demma J	7.00
Lexis/Nexis	10/30/05	Demma J	7.00
Lexis/Nexis	10/31/05	Demma J	42.00
Lexis/Nexis	11/01/05	Demma J	49.00
Lexis/Nexis	11/02/05	Demma J	35.00

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Lexis/Nexis	11/02/05	Loehr RC	638.42
Lexis/Nexis	11/03/05	Demma J	7.00
Lexis/Nexis	11/03/05	Loehr RC	177.75
Lexis/Nexis	11/04/05	Demma J	35.00
Lexis/Nexis	11/05/05	Demma J	7.00
Lexis/Nexis	11/06/05	Demma J	7.00
Lexis/Nexis	11/07/05	Demma J	42.00
Lexis/Nexis	11/08/05	Demma J	56.00
Lexis/Nexis	11/09/05	Demma J	49.00
Lexis/Nexis	11/10/05	Demma J	7.00
Lexis/Nexis	11/11/05	Demma J	77.00
Lexis/Nexis	11/12/05	Demma J	7.00
Lexis/Nexis	11/13/05	Demma J	7.00
Lexis/Nexis	11/14/05	Demma J	49.00
Lexis/Nexis	11/15/05	Demma J	91.00
Lexis/Nexis	11/16/05	Saindon SR	11.10
Lexis/Nexis	11/17/05	Demma J	42.00
Lexis/Nexis	11/17/05	Saindon SR	16.82
Lexis/Nexis	11/18/05	Demma J	7.00
Lexis/Nexis	11/19/05	Demma J	7.00
Lexis/Nexis	11/21/05	Demma J	14.00
Lexis/Nexis	11/22/05	Demma J	7.00
Lexis/Nexis	11/23/05	Demma J	49.00
Lexis/Nexis	11/24/05	Demma J	7.00
Lexis/Nexis	11/25/05	Demma J	7.00
Lexis/Nexis	11/26/05	Demma J	7.00
Lexis/Nexis	11/27/05	Demma J	7.00
Lexis/Nexis	11/28/05	Demma J	70.00
Lexis/Nexis	11/29/05	Demma J	56.00
Lexis/Nexis	11/30/05	Demma J	7.00
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$3,133.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Westlaw	10/09/05	Demma J	40.14
Westlaw	10/11/05	Jahn CJ	54.30
Westlaw	10/11/05	Jahn CJ	506.57
Westlaw	10/11/05	Fallon D	81.95
Westlaw	10/11/05	Fallon D	877.86
Westlaw	10/11/05	Davis RG	1,195.17
Westlaw	10/11/05	Zsoldos AF	32.35
Westlaw	10/17/05	Ziegler VE	9.05
Westlaw	10/18/05	Salazar AG	9.05
Westlaw	10/20/05	Meisler RE	11.94
Westlaw	10/24/05	Herriott AV	56.28
Westlaw	10/25/05	Toussi S	2,081.58
Westlaw	10/26/05	Demma J	13.50
Westlaw	10/26/05	Toussi S	358.03
Westlaw	10/26/05	Jahn CJ	171.95
Westlaw	10/27/05	Toussi S	173.11
Westlaw	10/27/05	Jahn CJ	434.40
Westlaw	10/27/05	Jahn CJ	548.86
Westlaw	11/02/05	Loehr RC	257.07
Westlaw	11/02/05	Jahn CJ	10.15
Westlaw	11/03/05	Loehr RC	412.26
Westlaw	11/03/05	Matz TJ	150.42
Westlaw	11/07/05	Toussi S	206.96
Westlaw	11/14/05	Toussi S	497.12
Westlaw	11/17/05	Toussi S	678.18
Westlaw	11/18/05	Toussi S	485.11
Westlaw	11/21/05	Toussi S	1,564.72
Westlaw	11/22/05	Toussi S	113.91
Westlaw	11/30/05	Hallan CF	2,469.97
Westlaw	11/30/05	Hallan CF	475.77
Westlaw	11/30/05	Curran C	46.27
		<b>TOTAL WESTLAW</b>	<b>\$14,024.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Reproduction - color	10/11/05	Copy Center, D	1,385.54
Reproduction - color	10/11/05	Copy Center, D	6.50
Reproduction - color	10/14/05	Copy Center, D	2,259.57
Reproduction - color	10/14/05	Copy Center, D	841.53
Reproduction - color	10/16/05	Copy Center, D	100.00
Reproduction - color	10/18/05	Copy Center, D	5,488.16
Reproduction - color	10/23/05	Copy Center, D	34.50
Reproduction - color	10/28/05	Copy Center, D	2,706.08
Reproduction - color	11/04/05	Copy Center, D	659.02
Reproduction - color	11/08/05	Copy Center, D	701.52
Reproduction - color	11/11/05	Copy Center, D	9.00
Reproduction - color	11/15/05	Copy Center, D	176.51
Reproduction - color	11/15/05	Copy Center, D	1.50
Reproduction - color	11/18/05	Copy Center, D	113.00
Reproduction - color	11/18/05	Copy Center, D	28.00
Reproduction - color	11/20/05	Copy Center, D	7.00
Reproduction - color	11/22/05	Copy Center, D	194.51
Reproduction - color	11/29/05	Copy Center, D	1,975.06
Reproduction - color	11/29/05	Copy Center, D	3.00
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$16,690.00</b>
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	14.22
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	38.61
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	13.64
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	3.81
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.41
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	9.20
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	11.42
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.41
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	16.71

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Vendor Hosted Teleconferencing	11/04/05	Genesys Conferencing	507.10
Vendor Hosted Teleconferencing	11/11/05	Genesys Conferencing	58.08
Vendor Hosted Teleconferencing	11/11/05	Genesys Conferencing	327.93
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	31.06
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	17.79
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	14.17
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	5.69
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	24.45
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	38.72
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	0.58
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$1,134.00</b>
Telephone - Long Distance	10/09/05	Chow PP	16.00
		<b>TOTAL TELEPHONE - LONG DISTANCE</b>	<b>\$16.00</b>
Air/Rail Travel (external)	10/09/05	Butler, Jr. J	217.66
Air/Rail Travel (external)	10/24/05	Butler, Jr. J	124.15
Air/Rail Travel (external)	11/02/05	Butler, Jr. J	200.65
Air/Rail Travel (external)	11/27/05	Butler, Jr. J	229.54
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$772.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Travel	10/08/05	Chow PP	1,914.14
Out-of-Town Travel	10/09/05	Butler, Jr. J	940.13
Out-of-Town Travel	10/09/05	Butler, Jr. J	21.00
Out-of-Town Travel	10/09/05	Butler, Jr. J	26.00
Out-of-Town Travel	10/11/05	Chow PP	40.00
Out-of-Town Travel	10/11/05	Chow PP	40.00
Out-of-Town Travel	10/11/05	Herriott AV	2,392.68
Out-of-Town Travel	10/12/05	Chow PP	342.47
Out-of-Town Travel	10/12/05	Chow PP	10.00
Out-of-Town Travel	10/12/05	Chow PP	10.00
Out-of-Town Travel	10/12/05	Herriott AV	410.52
Out-of-Town Travel	10/12/05	Meisler RE	2,968.49
Out-of-Town Travel	10/12/05	Demma J	837.32
Out-of-Town Travel	10/12/05	Demma J	331.82
Out-of-Town Travel	10/12/05	Herriott AV	33.96
Out-of-Town Travel	10/17/05	Chow PP	65.00
Out-of-Town Travel	10/24/05	Butler, Jr. J	14.00
Out-of-Town Travel	10/24/05	Butler, Jr. J	771.43
Out-of-Town Travel	10/24/05	Butler, Jr. J	9.33
Out-of-Town Travel	10/25/05	Herriott AV	5.80
Out-of-Town Travel	10/25/05	Chow PP	32.00
Out-of-Town Travel	10/25/05	Chow PP	1,265.54
Out-of-Town Travel	10/25/05	Herriott AV	494.93
Out-of-Town Travel	10/25/05	Herriott AV	131.33
Out-of-Town Travel	10/26/05	Herriott AV	5.00
Out-of-Town Travel	10/26/05	Herriott AV	4.10
Out-of-Town Travel	10/27/05	Demma J	1,299.56
Out-of-Town Travel	10/27/05	Chow PP	20.00
Out-of-Town Travel	10/27/05	Chow PP	70.00
Out-of-Town Travel	10/27/05	Chow PP	44.00
Out-of-Town Travel	11/02/05	Butler, Jr. J	23.50
Out-of-Town Travel	11/02/05	Butler, Jr. J	64.00
Out-of-Town Travel	11/02/05	Butler, Jr. J	797.98
Out-of-Town Travel	11/02/05	Butler, Jr. J	15.50

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Travel	11/04/05	Meisler RE	866.37
Out-of-Town Travel	11/10/05	Meisler RE	176.93
Out-of-Town Travel	11/10/05	Meisler RE	10.12
Out-of-Town Travel	11/10/05	Meisler RE	247.47
Out-of-Town Travel	11/27/05	Butler, Jr. J	61.00
Out-of-Town Travel	11/27/05	Butler, Jr. J	15.00
Out-of-Town Travel	11/27/05	Butler, Jr. J	525.88
Out-of-Town Travel	11/27/05	Butler, Jr. J	10.50
Out-of-Town Travel	11/27/05	Demma J	866.37
Out-of-Town Travel	11/29/05	Herriott AV	1,183.83
Out-of-Town Travel	11/29/05	Herriott AV	12.00
Out-of-Town Travel	11/29/05	Herriott AV	40.00
Out-of-Town Travel	11/29/05	Demma J	45.00
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$19,512.00</b>
Filing/Court Fees	11/28/05	Salazar AG	25.00
		<b>TOTAL FILING/COURT FEES</b>	<b>\$25.00</b>
Messengers/ Courier	10/10/05	Dist Serv/Mail/Page, D	76.82
Messengers/ Courier	10/13/05	Federal Express Corp.	13.67
Messengers/ Courier	10/13/05	Federal Express Corp.	11.21
Messengers/ Courier	10/13/05	Federal Express Corp.	13.67
Messengers/ Courier	10/13/05	Federal Express Corp.	13.67
Messengers/ Courier	10/13/05	Federal Express Corp.	13.38
Messengers/ Courier	10/14/05	Dist Serv/Mail/Page, D	15.94
Messengers/ Courier	10/17/05	Dist Serv/Mail/Page, D	23.77
Messengers/ Courier	10/18/05	Dist Serv/Mail/Page, D	57.19
Messengers/ Courier	10/18/05	Dist Serv/Mail/Page, D	40.81
Messengers/ Courier	10/18/05	Dist Serv/Mail/Page, D	2.61
Messengers/ Courier	10/18/05	Dist Serv/Mail/Page, D	2.61
Messengers/ Courier	10/18/05	Dist Serv/Mail/Page, D	2.66
Messengers/ Courier	10/19/05	Dist Serv/Mail/Page, D	31.87
Messengers/ Courier	10/19/05	Dist Serv/Mail/Page, D	21.87
Messengers/ Courier	10/21/05	Straightline Courier	33.00
Messengers/ Courier	10/23/05	Comet Messenger Service	29.00

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Messengers/ Courier	10/24/05	Federal Express Corp.	11.21
Messengers/ Courier	10/25/05	Dist Serv/Mail/Page, D	26.40
Messengers/ Courier	10/25/05	Dist Serv/Mail/Page, D	13.53
Messengers/ Courier	10/26/05	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/27/05	Dist Serv/Mail/Page, D	37.63
Messengers/ Courier	10/27/05	Dist Serv/Mail/Page, D	22.86
Messengers/ Courier	10/28/05	Straightline Courier	33.00
Messengers/ Courier	10/28/05	Straightline Courier	33.00
Messengers/ Courier	10/28/05	Straightline Courier	33.00
Messengers/ Courier	10/29/05	AirNet Systems, Inc.	606.56
Messengers/ Courier	10/31/05	Dist Serv/Mail/Page, D	8.78
Messengers/ Courier	11/01/05	Dist Serv/Mail/Page, D	17.14
Messengers/ Courier	11/01/05	Dist Serv/Mail/Page, D	6.08
Messengers/ Courier	11/01/05	Dist Serv/Mail/Page, D	14.75
Messengers/ Courier	11/02/05	Dist Serv/Mail/Page, D	35.57
Messengers/ Courier	11/02/05	Dist Serv/Mail/Page, D	48.45
Messengers/ Courier	11/04/05	Dist Serv/Mail/Page, D	21.64
Messengers/ Courier	11/06/05	Arrow Messenger Svc	24.60
Messengers/ Courier	11/06/05	Arrow Messenger Svc	18.60
Messengers/ Courier	11/06/05	Arrow Messenger Svc	18.60
Messengers/ Courier	11/09/05	Dist Serv/Mail/Page, D	17.81
Messengers/ Courier	11/09/05	Dist Serv/Mail/Page, D	13.51
Messengers/ Courier	11/09/05	Dist Serv/Mail/Page, D	13.80
Messengers/ Courier	11/10/05	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	11/11/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	11/12/05	Dist Serv/Mail/Page, D	5.78
Messengers/ Courier	11/14/05	Dist Serv/Mail/Page, D	47.48
Messengers/ Courier	11/14/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	11/15/05	Dist Serv/Mail/Page, D	24.90
Messengers/ Courier	11/17/05	Dist Serv/Mail/Page, D	9.12
Messengers/ Courier	11/17/05	Dist Serv/Mail/Page, D	32.27
Messengers/ Courier	11/17/05	Dist Serv/Mail/Page, D	21.87
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	10.37
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	10.37
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	10.37
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	10.37
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	10.37
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.93
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	10.37
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	9.78
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	20.44
Messengers/ Courier	11/19/05	Dist Serv/Mail/Page, D	17.51
Messengers/ Courier	11/20/05	Arrow Messenger Svc	18.60
Messengers/ Courier	11/22/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	11/22/05	Dist Serv/Mail/Page, D	27.11
Messengers/ Courier	11/22/05	Dist Serv/Mail/Page, D	86.01
Messengers/ Courier	11/25/05	Dist Serv/Mail/Page, D	24.87

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Messengers/ Courier	11/25/05	Dist Serv/Mail/Page, D	43.19
Messengers/ Courier	11/25/05	Dist Serv/Mail/Page, D	43.19
Messengers/ Courier	11/25/05	Dist Serv/Mail/Page, D	43.19
Messengers/ Courier	11/25/05	Straightline Courier	34.25
Messengers/ Courier	11/25/05	Straightline Courier	32.10
Messengers/ Courier	11/25/05	Straightline Courier	34.24
Messengers/ Courier	11/25/05	Straightline Courier	32.10
Messengers/ Courier	11/25/05	Straightline Courier	32.10
Messengers/ Courier	11/25/05	Straightline Courier	32.10
Messengers/ Courier	11/26/05	Dist Serv/Mail/Page, D	51.07
Messengers/ Courier	11/27/05	Arrow Messenger Svc	24.48
Messengers/ Courier	11/29/05	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	11/30/05	Dist Serv/Mail/Page, D	32.27
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$2,592.00</b>
Out-of-Town Meals	10/08/05	Herriott AV	7.04
Out-of-Town Meals	10/08/05	Demma J	8.00
Out-of-Town Meals	10/08/05	Herriott AV	39.02
Out-of-Town Meals	10/09/05	Demma J	8.00
Out-of-Town Meals	10/09/05	Demma J	8.00
Out-of-Town Meals	10/09/05	Chow PP	36.49
Out-of-Town Meals	10/09/05	Butler, Jr. J	31.99
Out-of-Town Meals	10/10/05	Meisler RE	2.17
Out-of-Town Meals	10/10/05	Meisler RE	29.68
Out-of-Town Meals	10/10/05	Demma J	10.87
Out-of-Town Meals	10/11/05	Meisler RE	7.04
Out-of-Town Meals	10/11/05	Demma J	8.00
Out-of-Town Meals	10/11/05	Demma J	8.00
Out-of-Town Meals	10/11/05	Herriott AV	25.58
Out-of-Town Meals	10/12/05	Chow PP	39.99
Out-of-Town Meals	10/12/05	Meisler RE	29.68
Out-of-Town Meals	10/12/05	Herriott AV	4.80
Out-of-Town Meals	10/12/05	Meisler RE	9.30
Out-of-Town Meals	10/12/05	Herriott AV	6.84
Out-of-Town Meals	10/12/05	Demma J	8.00

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	10/12/05	Demma J	11.31
Out-of-Town Meals	10/13/05	Chow PP	10.78
Out-of-Town Meals	10/13/05	Chow PP	29.99
Out-of-Town Meals	10/16/05	Herriott AV	23.35
Out-of-Town Meals	10/16/05	Herriott AV	9.97
Out-of-Town Meals	10/23/05	Herriott AV	14.32
Out-of-Town Meals	10/24/05	Butler, Jr. J	18.75
Out-of-Town Meals	10/24/05	Butler, Jr. J	14.33
Out-of-Town Meals	10/24/05	Meisler RE	6.86
Out-of-Town Meals	10/24/05	Meisler RE	6.35
Out-of-Town Meals	10/24/05	Meisler RE	11.87
Out-of-Town Meals	10/25/05	Herriott AV	11.61
Out-of-Town Meals	10/25/05	Demma J	30.03
Out-of-Town Meals	10/25/05	Herriott AV	18.00
Out-of-Town Meals	10/26/05	Demma J	32.45
Out-of-Town Meals	10/26/05	Demma J	8.00
Out-of-Town Meals	10/26/05	Chow PP	8.13
Out-of-Town Meals	10/26/05	Herriott AV	12.46
Out-of-Town Meals	10/26/05	Herriott AV	34.53
Out-of-Town Meals	10/27/05	Demma J	15.05
Out-of-Town Meals	10/27/05	Chow PP	22.86
Out-of-Town Meals	10/27/05	Chow PP	24.44
Out-of-Town Meals	10/27/05	Chow PP	13.22
Out-of-Town Meals	10/27/05	Demma J	8.00
Out-of-Town Meals	10/27/05	Demma J	31.82
Out-of-Town Meals	10/27/05	Meisler RE	44.99
Out-of-Town Meals	10/27/05	Meisler RE	31.68
Out-of-Town Meals	10/27/05	Meisler RE	7.04
Out-of-Town Meals	11/02/05	Butler, Jr. J	21.00
Out-of-Town Meals	11/04/05	Meisler RE	5.04
Out-of-Town Meals	11/04/05	Meisler RE	34.46
Out-of-Town Meals	11/04/05	Meisler RE	4.88
Out-of-Town Meals	11/09/05	Meisler RE	11.13
Out-of-Town Meals	11/09/05	Meisler RE	3.45

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	11/09/05	Meisler RE	4.60
Out-of-Town Meals	11/09/05	Meisler RE	85.01
Out-of-Town Meals	11/09/05	Meisler RE	4.07
Out-of-Town Meals	11/10/05	Meisler RE	44.99
Out-of-Town Meals	11/10/05	Meisler RE	15.97
Out-of-Town Meals	11/10/05	Meisler RE	13.10
Out-of-Town Meals	11/27/05	Demma J	15.27
Out-of-Town Meals	11/27/05	Demma J	8.00
Out-of-Town Meals	11/27/05	Butler, Jr. J	17.00
Out-of-Town Meals	11/28/05	Demma J	9.75
Out-of-Town Meals	11/28/05	Demma J	8.00
Out-of-Town Meals	11/28/05	Micheli MJ	11.38
Out-of-Town Meals	11/29/05	Demma J	8.00
Out-of-Town Meals	11/29/05	Demma J	10.82
Out-of-Town Meals	11/29/05	Meisler RE	8.22
Out-of-Town Meals	11/29/05	Meisler RE	35.46
Out-of-Town Meals	11/29/05	Meisler RE	13.44
Out-of-Town Meals	11/29/05	Micheli MJ	23.28
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$1,257.00</b>
Court Reporting	10/17/05	TypeWrite Word Processing Service	1,067.00
Court Reporting	10/18/05	TypeWrite Word Processing Service	22.00
Court Reporting	10/28/05	Ziegler VE	1,000.00
Court Reporting	11/08/05	TypeWrite Word Processing Service	319.00
Court Reporting	11/10/05	TypeWrite Word Processing Service	44.00
		<b>TOTAL COURT REPORTING</b>	<b>\$2,452.00</b>
Outside Research/Internet Services	10/12/05	ChoicePoint Inc.	250.17
Outside Research/Internet Services	10/31/05	Global Securities	67.90
Outside Research/Internet Services	10/31/05	Global Securities	50.93

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$369.00</b>
Telco-Non Astra	10/17/05	Telecommunications, D	8.00
		<b>TOTAL TELCO-NON ASTRA</b>	<b>\$8.00</b>
Contracted Catering-NY	11/03/05	Butler, Jr. J	1,359.00
		<b>TOTAL CONTRACTED CATERING- NY</b>	<b>\$1,359.00</b>
CLR/Disclosure	10/31/05	Office Admin, D	709.00
		<b>TOTAL CLR/DISCLOSURE</b>	<b>\$709.00</b>
Wireless - Mobile/Cellular/Pager	10/09/05	Meisler RE	467.92
Wireless - Mobile/Cellular/Pager	10/23/05	Marafioti KA	8.76
Wireless - Mobile/Cellular/Pager	11/09/05	Meisler RE	8.84
Wireless - Mobile/Cellular/Pager	11/09/05	Meisler RE	13.93
Wireless - Mobile/Cellular/Pager	11/09/05	Meisler RE	9.52
Wireless - Mobile/Cellular/Pager	11/25/05	Matz TJ	28.03
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$537.00</b>
		<b>TOTAL MATTER</b>	<b>\$130,386.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Case Administration

Bill Date: 01/31/06  
Bill Number: 1092991

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	12/12/05	0.20	BEGIN TO REEVALUATE UCC REQUEST FOR REVISIONS TO CASE MANAGEMENT ORDER AND RELATED MATTERS (0.2).
BUTLER, JR. J	12/14/05	0.30	CONTINUE TO EVALUATE UCC REQUEST FOR REVISIONS TO CASE MANAGEMENT ORDER AND RELATED MATTERS (0.3).
BUTLER, JR. J	12/15/05	0.70	CONTINUE TO REVIEW MOTIONS FOR FILING ON DECEMBER 16TH FILING DEADLINE (0.4); CONTINUE TO EVALUATE UCC REQUEST FOR REVISIONS TO CASE MANAGEMENT ORDER AND RELATED MATTERS (0.3).
BUTLER, JR. J	12/16/05	0.80	CONTINUE TO REVIEW MOTIONS FOR FILING ON DECEMBER 16TH FILING DEADLINE (0.5); REVIEW UCC MOTION TO AMEND CASE MANAGEMENT ORDER (0.3).
BUTLER, JR. J	12/20/05	0.40	BEGIN TO PREPARE FOR JANUARY 5TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT INCLUDING PRELIMINARY REVIEW OF ADJOURNED AND NEW MOTIONS (0.4).
BUTLER, JR. J	12/29/05	2.30	BEGIN TO PREPARE FOR JANUARY 5TH OMNIBUS HEARING INCLUDING REVIEW AND COMMENT ON DRAFT AGENDA (0.4); PREPARE FOR (0.2) AND PARTICIPATE IN (1.7) INTERNAL WORKING GROUP CONFERENCE RE SAME.
BUTLER, JR. J	12/30/05	1.30	CONTINUE TO PREPARE FOR JANUARY 5TH OMNIBUS HEARING INCLUDING REVIEW AND COMMENT AND REVISED DRAFT AGENDA (0.9); REVIEW PLEADINGS RE CREDITORS COMMITTEE MOTION TO AMEND CASE MANAGEMENT ORDER AND PREPARE FOR JANUARY 3RD MEET AND CONFER TELECONFERENCE RE SAME (0.4).
BUTLER, JR. J	12/31/05	2.80	CONTINUE TO PREPARE FOR JANUARY 5TH OMNIBUS HEARING INCLUDING REVIEW OF DRAFT HEARING BOOK (2.8).
		8.80	
LYONS JK	12/09/05	3.30	REVIEW AND ASSIGNE TASKS RE VARIOUS CORRESPONDENCE AND EMAILS RE SUPPLIERS, RECLAMATION CLAIMS, LIEN HOLDERS AND OTHER MATTERS (3.3).
LYONS JK	12/16/05	0.90	REVIEW OF CORRESPONDENCE PLEADINGS AND OTHER CASE MATTERS AND ROUTE THE SAME FOR RESPONSE (0.9).
		4.20	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	12/01/05	0.80	REVIEW PENDING MATTERS (0.8).
MARAFIOTI KA	12/02/05	0.40	REVIEWED INCOMING CORRESPONDENCE (0.4).
MARAFIOTI KA	12/05/05	0.70	REVIEW INCOMING CORRESPONDENCE (0.7).
MARAFIOTI KA	12/06/05	0.60	MESSAGE FROM A. LEONHARD RE INITIAL DEBTOR MEETING & CORRESPONDENCE TO J. SHEEHAN RE SAME (0.1); TELECONFERENCE WITH J. SHEEHAN RE SAME (0.1); TELECONFERENCE WITH LEONHARD RE SAME (0.1); ADDITIONAL CORRESPONDENCE (0.3).
MARAFIOTI KA	12/07/05	0.10	CORRESPONDENCE TO A. LEONHARD RE TAX RETURNS (0.1).
MARAFIOTI KA	12/08/05	0.60	CORRESPONDENCE TO US TRUSTEE RE DOCUMENTS FOR INITIAL INTERVIEW (0.2) & GATHER SAME (0.4).
MARAFIOTI KA	12/09/05	0.80	REVIEW PENDING MATTERS (0.6); TELECONFERENCE WITH S. REIMER RE CASE MANAGEMENT ORDER (0.2).
MARAFIOTI KA	12/10/05	0.40	REVIEW INCOMING CORRESPONDENCE (0.4).
MARAFIOTI KA	12/11/05	0.40	REVIEW INCOMING CORRESPONDENCE (0.4).
MARAFIOTI KA	12/12/05	2.60	REVIEW CORRESPONDENCE (0.5); REVIEW PENDING MATTERS (0.3); WORK ON CASE MANAGEMENT ISSUES (1.4); PREPARE MATERIAL FOR INITIAL INTERVIEW (0.2); TELECONFERENCE FROM M. SEIDER RE CASE MANAGEMENT ORDER (0.1); FOLLOW UP RE SAME (0.2).
MARAFIOTI KA	12/13/05	2.60	CORRESPONDENCE TO COMPANY RE US TRUSTEE REQUESTS (0.2); REVIEW CASE MANAGEMENT ORDER PER COMMITTEE REQUEST (0.5); TELECONFERENCE FROM C. PICCININ RE MEDIA INPUT (0.3) AND GATHER MATERIAL FOR PICCININ (0.3); REVIEW INCOMING CORRESPONDENCE (0.5); WORK ON CASE MANAGEMENT ISSUES (0.5) AND CORRESPONDENCE RE CASE ADMINISTRATION (0.3).
MARAFIOTI KA	12/14/05	0.50	CONSIDER COMMITTEE REQUESTS RE CASE MANAGEMENT (0.1); REVIEW PENDING MATTERS (0.4).
MARAFIOTI KA	12/15/05	1.10	CALL FROM M. SEIDER RE CASE MANAGEMENT (0.2); REVIEW INCOMING CORRESPONDENCE (0.8); TELECONFERENCE WITH J. LE AT KCC RE SERVICE ISSUES (0.1).
MARAFIOTI KA	12/16/05	0.20	TELECONFERENCE WITH M. SEIDER RE CASE MANAGEMENT PROCEDURES (0.1); CORRESPONDENCE E SAME (0.1).
MARAFIOTI KA	12/19/05	0.90	REVIEW INCOMING CORRESPONDENCE (0.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	12/20/05	1.00	REVIEWED CORRESPONDENCE RECEIVED FROM VARIOUS PARTIES (0.4); REVIEW PENDING MATTERS (0.6).
MARAFIOTI KA	12/21/05	2.20	REVIEW CORRESPONDENCE (0.9); SUPERVISE CASE MANAGEMENT ISSUES (1.3).
MARAFIOTI KA	12/23/05	1.50	REVIEWED CORRESPONDENCE RE VARIOUS MATTERS (0.8); REVIEW OPEN MATTERS (0.7).
MARAFIOTI KA	12/27/05	4.30	MISCELLANEOUS FILE REVIEW (3.0); REVISE OBJECTION TO COMMITTEE MOTION TO REVISE CASE MANAGEMENT ORDER (0.5); REVIEW CASE MANAGEMENT ISSUES (0.8).
MARAFIOTI KA	12/28/05	0.90	REVIEW INCOMING CORRESPONDENCE AND PLEADINGS (0.3); WORK ON CASE MANAGEMENT ISSUES (0.6).
MARAFIOTI KA	12/29/05	4.20	TELECONFERENCE WITH M. BROUDE RE MOTION TO AMEND CASE MANAGEMENT ORDER AND CORRESPONDENCE RE EXTENSION OF TIME TO RESPOND (0.2); REVISE OBJECTION TO COMMITTEE REQUEST FOR AMENDMENT TO ORDER (0.2); REVIEW INCOMING PLEADINGS AND CORRESPONDENCE (1.1); TELECONFERENCE FROM T. DAVIS RE CASE MANAGEMENT ISSUES (1.7); FILE REVIEW (1.0).
MARAFIOTI KA	12/30/05	0.80	CORRESPONDENCE RE CASE MANAGEMENT ORDER MEET-AND-CONFER (0.1); CORRESPONDENCE REVIEW (0.7).
MARAFIOTI KA	12/31/05	0.60	CORRESPONDENCE REVIEW (0.6).
		<b>28.20</b>	
<b>Total Partner</b>		<b>41.20</b>	
MATZ TJ	12/01/05	0.80	TELECONFERENCE WITH CHAMBERS RE STATUS AND DOCKETING OF 11/29 HEARING ORDERS (0.8).
MATZ TJ	12/04/05	3.00	REVIEW AND FOLLOW-UP RE VARIOUS CORRESPONDENCE AND MATTERS (3.0).
MATZ TJ	12/05/05	1.30	PARTICIPATING IN CONFERENCE CALL RE STATUS OF ALL OUTSTANDING MATTERS (1.0); AND FOLLOW-UP WORK RE SAME (0.3).
MATZ TJ	12/07/05	1.20	WORK ON U.S. TRUSTEE'S REQUEST FOR INFORMATION FOR INITIAL DEBTOR INTERVIEW (1.2).
MATZ TJ	12/08/05	0.60	REVIEW AND PREPARE MATERIALS FOR INITIAL DEBTOR INTERVIEW WITH THE U.S. TRUSTEE (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	12/12/05	1.30	REVIEW AND COMMENT ON CASE MANAGEMENT ORDER RE 2002 LIST NOTICE AND MOTION SERVICE PROCEDURES (0.6); WORKING ON VARIOUS CASE ADMINISTRATION AND TIMETABLING MATTERS (0.4); TELECONFERENCE WITH CHAMBER RE SAME (0.3).
MATZ TJ	12/13/05	0.50	TELECONFERENCES WITH CHAMBERS RE VARIOUS SCHEDULING MATTERS INCLUDING KEY EMPLOYEE COMPENSATION PLANS, INSURANCE, AND THE AUSTRIAN SUBSIDIARY MOTION (0.5).
MATZ TJ	12/14/05	0.80	REVIEW ALL GENERAL CORRESPONDENCE (0.8).
MATZ TJ	12/15/05	0.60	CONFERENCE CALL WITH SKADDEN TEAM RE UPDATE ON STATUS OF VARIOUS MATTERS, INCLUDING SUPPLIERS AND LABOR TIMETABLE AND KECP (0.6).
MATZ TJ	12/16/05	0.80	DRAFT LETTER TO U.S. TRUSTEE RE CHANGES IN BANK ACCOUNTS (0.2); WORK ON CASH MANAGEMENT REPORTING MATTERS AND RESPONDING TO FTI RE SAME (0.6).
MATZ TJ	12/18/05	2.50	REVIEWING OUTSTANDING CORRESPONDENCE AND COURT FILINGS (2.5).
MATZ TJ	12/20/05	1.20	TELECONFERENCES WITH CHAMBERS RE PRESENTMENT AND VARIOUS OTHER ORDERS (0.4); FOLLOW UP WORK RE AGENDA MATTERS AND RESPONSES TO VARIOUS MOTIONS (0.8).
MATZ TJ	12/21/05	1.70	WEEKLY STRATEGY CONFERENCE CALL RE JAN. 5 HEARING (1.2); FOLLOW UP RE SAME (0.1); WORK ON DRAFT AGENDA FOR JAN. 5 HEARING AND VARIOUS SCHEDULING MATTERS (0.4).
MATZ TJ	12/23/05	2.50	REVIEW DELPHI RELATED CORRESPONDENCE (2.5).
MATZ TJ	12/27/05	2.00	PARTICIPATE IN CONFERENCE CALL RE PREPARATION FOR JAN. 5 HEARING (0.4); FOLLOW UP WORK RE SAME (0.4); WORK ON AGENDA FOR JAN. 5 HEARING (0.5); REVIEWING DELPHI CORRESPONDENCE (0.7).
MATZ TJ	12/28/05	2.00	WORKING ON PROPOSED AGENDA FOR JAN. 5 HEARING (0.9); TELECONFERENCES WITH CHAMBERS RE SAME (0.3); TELECONFERENCES WITH TOGUT SEGAL RE SAME (0.2); CORRESPONDENCE RE AGENDA ITEMS (0.3); REVIEW AND COMMENT ON VARIOUS PROFFERS/SCRIPTS FOR JAN. 5 HEARING (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	12/29/05	4.70	WORK ON OBJECTION TO CREDITORS' COMMITTEE REQUEST FOR AMENDMENT TO CASE MANAGEMENT ORDER (0.4); INTERNAL TELECONFERENCE RE CASE MANAGEMENT ISSUES (1.7); REVIEW INCOMING PLEADINGS AND CORRESPONDENCE (0.8); CONTINUING WORK ON JAN. 5 HEARING AGENDA (0.4); TELECONFERENCE WITH N. BERGER RE JAN. 5 HEARING AGENDA TOGUT ITEMS (0.5); FURTHER REVISIONS TO SCRIPTS/PROFFERS FOR JANUARY 5 HEARINGS (0.9).
MATZ TJ	12/30/05	7.80	REVIEW AND REVISE SCRIPTS/PROFFERS FOR VARIOUS MATTERS FOR JAN. 5 HEARING (2.3); FOLLOW UP WORK ON REVISIONS TO RESPONSES RE SAME (0.7); REVIEW AND REVISE AGENDA FOR JAN. 5 HEARING AS PER COMMENTS BY VARIOUS PARTIES (1.6); TELECONFERENCES WITH CHAMBERS RE JAN. 5 AGENDA (0.7); FOLLOW UP CALLS AND CORRESPONDENCE RE SAME (0.7); CONTINUING WORK ON PROFFERS/SCRIPTS (1.4); FURTHER REVISIONS TO JAN. 5 AGENDA (0.4).
		<b>35.30</b>	
<b>Total Counsel</b>		<b>35.30</b>	
DE ELIZALDE D	12/01/05	1.10	SUPERVISED SERVICE OF ENTERED ORDERS (JLL AND WILMER APPLICATIONS) (0.9); REVIEWED DOCKET (0.2).
DE ELIZALDE D	12/05/05	1.00	CONFERENCE CALL WITH SKADDEN TEAM, FTI AND DELPHI RE UPDATED ON THE CASE (1.0).
DE ELIZALDE D	12/07/05	0.50	DOCKET UPDATE (0.5).
DE ELIZALDE D	12/14/05	1.60	OVERSAW FILING AND SERVICE OF PLEADINGS (1.6).
		<b>4.20</b>	
FERN BM	12/05/05	1.30	REVIEWED DOCKET FOR NEW PLEADINGS (0.2); FORMULATE STRATEGY RE 1/5 HEARING (1.1).
FERN BM	12/12/05	0.80	FORMULATE STRATEGY RE 1/5 HEARING (0.8).
FERN BM	12/20/05	2.70	REVIEWED UCC'S MOTION TO AMEND CASE MANAGEMENT ORDER (0.3) AND DOCUMENTED FILE RE SAME (0.2); FORMULATE STRATEGY RE 1/5 HEARING (0.9); REVIEWED DOCUMENTS RE CASE MANAGEMENT MOTION (0.8); BEGAN DRAFTING OBJECTION RE SAME (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FERN BM	12/21/05	8.50	RESEARCH RE CASE MANAGEMENT ORDERS IN CHAPTER 11 CASES (1.4); DRAFTED OBJECTION TO CASE MANAGEMENT MOTION (4.3); REVIEWED AND REVISED DRAFT OF OBJECTION TO CASE MANAGEMENT MOTION (2.8).
FERN BM	12/23/05	2.40	REVISED OBJECTION TO CASE MANAGEMENT MOTION (2.4).
FERN BM	12/26/05	1.20	REVIEWED AND REVISED OBJECTION TO CASE MANAGEMENT MOTION (1.2).
FERN BM	12/27/05	3.10	FORMULATE STRATEGY RE 1/5 HEARING (0.7); REVIEWED DOCKET FOR NEW PLEADINGS (0.2); REVISED OBJECTION TO CASE MANAGEMENT MOTION (2.2).
FERN BM	12/30/05	3.10	DRAFTED MEMO RE PROPOSED CHANGES TO CASE MANAGEMENT ORDER (3.1).
		<b>23.10</b>	
HERRIOTT AV	12/01/05	1.30	UPDATE CASE ADMINISTRATION MATERIALS (0.2); ANSWER EMAILS AND VOICEMAILS RE DELPHI CONSTITUENTS (1.1).
HERRIOTT AV	12/03/05	0.10	UPDATE CASE CALENDAR (0.1).
HERRIOTT AV	12/05/05	2.70	UPDATE CASE ADMINISTRATION MATERIALS INCLUDING TASK LIST AND CASE CALENDAR (1.6); MEETING WITH K. CRAFT AND OTHER INTERNAL LEGAL STAFF RE STRATEGY (1.1).
HERRIOTT AV	12/07/05	0.50	EDIT CASE ADMINISTRATION MATERIALS (0.5).
HERRIOTT AV	12/08/05	0.40	RETURN CALLS FROM VOICEMAIL RE DELPHI (0.4).
HERRIOTT AV	12/11/05	0.30	REVIEW EMAILS AND OTHER CASE ADMINISTRATION MATERIALS (0.3).
HERRIOTT AV	12/12/05	3.40	UPDATE TASK LIST (0.6); UPDATE HEARING PLANNER AND CASE CALENDAR (1.1); REVIEW MAIL AND ADDRESS OUTSTANDING ISSUES (0.8); MEETING WITH K. CRAFT, J. GUGLIELMO RE CASE STRATEGY (0.9).
HERRIOTT AV	12/13/05	1.30	UPDATE CASE ADMINISTRATION MATERIALS INCLUDING CASE CALENDAR AND MOTION SUMMARY CHART (0.5); REVIEW CASE EMAILS AND RESPOND WHERE APPROPRIATE (0.8).
HERRIOTT AV	12/14/05	3.10	DRAFT MOTION SUMMARY CHART OF MOTIONS TO BE FILED ON 12/16 (1.6); UPDATE HEARING PLANNER FOR 1/5 HEARING (1.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	12/15/05	0.90	CASE ADMINISTRATION UPDATES INCLUDING CASE CALENDAR (0.2); REVIEW MAIL AND EMAILS AND RESPOND WHERE APPROPRIATE (0.7).
HERRIOTT AV	12/16/05	1.90	COORDINATE FILING MATTERS AND ADDRESS EMAIL AND MAIL ISSUES (1.9).
HERRIOTT AV	12/19/05	1.50	UPDATE TASK LIST (0.8); UPDATE CASE CALENDAR (0.3); REVIEW EMAIL (0.4).
HERRIOTT AV	12/20/05	3.20	CREATE AND EDIT CHART OF OBJECTIONS TO BE FILED (1.4); EDIT TASK LIST (0.7); UPDATE LEGAL HOTLINE VOICEMAIL MESSAGE (0.3); PARTICIPATE IN MEETING WITH K. CRAFT AND OTHERS RE TASKS TO BE ACCOMPLISHED IN THE COMING WEEK (0.8).
HERRIOTT AV	12/21/05	3.00	RESPOND TO LETTERS (0.5); RESPOND TO EMAILS (1.2); AGENDA ITEMS (0.5); ADDRESS OTHER ADMINISTRATIVE MATTERS (0.8).
HERRIOTT AV	12/22/05	2.90	EDIT AGENDA (2.9).
HERRIOTT AV	12/27/05	0.40	TELECONFERENCE WITH WORKING GROUP TO DISCUSS TASKS FOR THE COMING WEEK (0.4).
HERRIOTT AV	12/29/05	7.70	MEETING WITH WORKING GROUP RE TASK ITEMS AND STRATEGY (1.7); DRAFT MINUTES RE SAME (1.2); UPDATE HEARING AGENDA (1.3); REVIEW FILINGS IN CASE (1.3); EDIT CASE ADMINISTRATION MATERIALS INCLUDING TASK LIST, CASE CALENDAR (2.2).
HERRIOTT AV	12/30/05	7.70	REVIEW TOGUT MATTERS (0.6) AND UMICORE MATTER (0.4); REVIEW DOCKET (0.3); REVIEW AGENDA (0.8); REVIEW HEARING BINDER (0.4); EDIT MATERIALS FOR CASE ADMINISTRATION BINDER INCLUDING HEARING PLANNER, MOTION SUMMARY CHART, AND CASE CALENDAR AND COORDINATE PRODUCTION OF BINDERS OVER WEEKEND (4.9); EDIT MINUTES FROM 12/29 MEETING (0.3).
<b>42.30</b>			
MEISLER RE	12/01/05	2.50	REVIEWED CORRESPONDENCE AND RESPONDED (2.5).
MEISLER RE	12/04/05	2.10	REVIEWED CORRESPONDENCE AND RESPONDED (2.1).
MEISLER RE	12/05/05	2.30	PREPARED FOR INTERNAL WORKING GROUP CALL (1.0); CONFERENCE WITH T. MATZ RE PREPARATION (0.1); PARTICIPATED ON SAME (1.0); TELECONFERENCES WITH J. PAPELIAN RE GENERAL INQUIRIES (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	12/06/05	1.50	REVIEWED AND RESPONDED TO CORRESPONDENCE (1.5).
MEISLER RE	12/07/05	0.20	CONFERENCE WITH D. PARSHALL RE OTHER INQUIRIES (0.2).
MEISLER RE	12/08/05	1.50	REVIEWED AND RESPONDED TO EMAIL CORRESPONDENCE (1.5).
MEISLER RE	12/09/05	1.30	REVIEWED AND RESPONDED TO CORRESPONDENCE (1.0); TELECONFERENCE WITH J. BATSEN RE UNIVERSITY INQUIRY (0.3).
MEISLER RE	12/11/05	1.80	REVIEWED CORRESPONDENCE AND RESPONDED (1.8).
MEISLER RE	12/12/05	2.50	PREPARED FOR ASSOCIATES CALL AND UPDATED TASK LIST (1.0); PARTICIPATED ON SAME (0.8); FOLLOW-UP CONFERENCES RE PLANNING (0.7).
MEISLER RE	12/13/05	1.00	TELECONFERENCE WITH S. CORCORAN RE MOTIONS TO BE FILED ON 12/16 (0.2); TELECONFERENCE WITH K. CRAFT (0.3); REVIEWED AND RESPONDED TO CORRESPONDENCE (0.5).
MEISLER RE	12/14/05	0.80	UPDATED TASK LIST AND DRAFT CHART OF MOTIONS TO BE FILED ON 12/16 (0.8).
MEISLER RE	12/18/05	2.50	REVIEWED CORRESPONDENCE (1.5); AND UPDATED TASK LIST (1.0).
MEISLER RE	12/19/05	1.90	REVIEWED CORRESPONDENCE AND RESPONDED TO SAME (1.5); RESPONDED TO S. MCGANN INQUIRIES (0.3); TELECONFERENCE WITH S. CORCORAN RE SAME (0.1).
MEISLER RE	12/20/05	2.00	PREPARED FOR WEEKLY WORKING GROUP CALL (1.3); PARTICIPATED ON CALL (0.7).
MEISLER RE	12/21/05	0.50	ANALYZED CONSEQUENCES OF UCC MOTION TO AMEND CASE MANAGEMENT ORDER (0.5).
MEISLER RE	12/22/05	1.00	UPDATED TASK LIST (1.0).
MEISLER RE	12/23/05	1.00	REVIEW AND COMMENT ON LIMITED OBJECTION TO COMMITTEE'S MOTION TO AMEND CASE MANAGEMENT ORDER (1.0).
MEISLER RE	12/26/05	2.80	REVIEWED CORRESPONDENCE (2.8).
MEISLER RE	12/27/05	5.40	PREPARED FOR WORKING GROUP CALL (1.0); PARTICIPATE ON WORKING GROUP CALL (0.5); REVIEW AND COMMENT ON SCRIPTS AND PROFFERS IN PREPARATION FOR 1/5/06 HEARING (2.4); REVIEW CORRESPONDENCE (1.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	12/28/05	2.30	REVIEWED CORRESPONDENCE (0.7); TELECONFERENCE WITH H. BAER RE HEARING PREPARATION (1.0); TELECONFERENCE WITH R. EISENBERG RE SAME (0.2); TELECONFERENCE WITH K. MARAFIOTI RE SAME (0.4).
MEISLER RE	12/29/05	3.50	ATTENTION TO ADMINISTRATIVE MATTERS RE OBJECTIONS DUE 12/29 AND 12/30 (0.4); CONTINUED TO REVIEW MATERIALS FOR JAN 5 HEARING (0.7); CONFERENCE WITH J. BUTLER RE HEARING PREPARATION (1.7); REVIEW CORRESPONDENCE (0.7).
MEISLER RE	12/30/05	1.70	REVIEWED AND RESPONDED TO CORRESPONDENCE (1.4); REVIEWED CASE ADMIN BINDER (0.3).
		<b>42.10</b>	
MICHELI MJ	12/01/05	1.70	REVIEW OF MATERIALS USED AT NOVEMBER 29, 2005 OMNIBUS HEARING DATE (0.5); BEGAN REVIEW OF BINDERS OF EXHIBITS SUBMITTED AT NOVEMBER 29, 2005 OMNIBUS HEARING DATE (0.7); BEGAN REVIEW OF NEW MATERIALS ON THE DELPHI DOCKET (0.5).
MICHELI MJ	12/05/05	1.20	REVIEW ALL ACTION ITEMS TO BE COMPLETED IN CONNECTION WITH OPEN MATTERS (1.2).
MICHELI MJ	12/11/05	0.40	BEGAN REVIEW AND ANALYSIS OF OPEN ITEMS TO BE COMPLETED (0.4).
MICHELI MJ	12/12/05	0.20	BEGAN REVIEW OF TASK LIST OF OPEN ITEMS TO BE COMPLETED (0.2).
MICHELI MJ	12/14/05	0.50	BEGAN REVIEW OF OPEN ITEMS TO BE COMPLETED FOR JANUARY OMNIBUS HEARING DATE (0.5).
MICHELI MJ	12/20/05	1.10	REVIEW OF DOCKETED MATERIALS (0.1); REVIEW OF OPEN ITEMS TO BE COMPLETED FOR JAN. 5, OMNIBUS HEARING (1.0).
MICHELI MJ	12/22/05	0.10	TELECONFERENCE WITH A. CERVENY RE MOTION TO AMEND EXHIBIT ON COURT DOCKET (0.1).
MICHELI MJ	12/23/05	0.70	REVIEW OF OPEN ITEMS TO BE COMPLETED FOR JAN. 5 HEARING (0.7).
MICHELI MJ	12/28/05	0.50	CORRESPONDENCE RE OPEN ITEMS TO BE COMPLETED FOR JAN. 5 HEARING (0.5).
		<b>6.40</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	12/05/05	0.90	PARTICIPATE IN MEETING RE STRATEGY (0.9) .
REESE RG	12/19/05	1.80	REVIEW OF RECENT PLEADINGS (0.9); ATTENTION TO PLANNING STRATEGY TO RESPOND TO SAME (0.4); REVIEWED ISSUES RE COMPLIANCE WITH CASH MANAGEMENT ORDER NOTICE REQUIREMENTS (0.5) .
REESE RG	12/20/05	1.30	COMMUNICATION WITH PARTY RE COMPLIANCE WITH CASE MANAGEMENT ORDER (1.3) .
REESE RG	12/21/05	1.20	PARTICIPATE IN CASE STRATEGY PLANNING MEETINGS (1.2) .
REESE RG	12/29/05	1.10	REVIEW OF RECENTLY FILED PLEADINGS (0.6); ATTENTION TO CASE PLANNING ISSUES (0.5) .
REESE RG	12/30/05	1.20	REVIEW OF RECENTLY FILED PLEADINGS (0.8); RESPOND TO REQUESTS FOR INFORMATION RE CASES (0.4) .
		<b>7.50</b>	
STUART NL	12/12/05	0.70	ATTEND WEEKLY STATUS MEETING (0.7) .
STUART NL	12/19/05	0.70	ATTEND WEEKLY STATUS CALL (0.7) .
STUART NL	12/21/05	0.40	REVIEW PLEADINGS AND DOCKET (0.4) .
		<b>1.80</b>	
TOUSSI S	12/01/05	0.60	REVIEW VARIOUS FILINGS, ADDRESS ISSUES RE SAME (0.6) .
TOUSSI S	12/05/05	1.50	TEAM MEETING RE STATUS OF BANKRUPTCY CASE (1.0); FOLLOW-UP ISSUES RE SAME (0.5) .
TOUSSI S	12/08/05	0.50	ADDRESS ISSUES RE UPCOMING MOTIONS (0.5) .
TOUSSI S	12/12/05	0.90	TEAM MEETING TO DISCUSS STATUS OF CASE AND TASK LIST (0.9) .
TOUSSI S	12/13/05	1.00	EDIT AND REVISE PROFFER AND Q/A FOR 12/16 HEARING ON MOTION (1.0) .
TOUSSI S	12/19/05	0.70	REVIEW CORRESPONDENCE RE STATUS OF VARIOUS CONTESTED MATTERS SCHEDULED FOR 1/5/06 (0.7) .
TOUSSI S	12/20/05	2.50	TELECONFERENCE WITH BANKRUPTCY TEAM TO DISCUSS STATUS OF CASE (1.2); REVIEW CORRESPONDENCE RE VARIOUS CONTESTED AND NON-CONTESTED MATTERS (0.6); FOLLOW-UP CORRESPONDENCE RE STATUS (0.7) .
TOUSSI S	12/27/05	1.40	TEAM MEETING TO DISCUSS STATUS OF BANKRUPTCY CASE (0.9); FOLLOW UP ISSUES RE SAME (0.5) .

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	12/29/05	2.50	PREPARE SCRIPS/PROFFERS FOR CERTAIN MATTERS AND EDIT OTHER PROFFERS TO BE HEARD AT JANUARY 5, OMNIBUS HEARING (2.5).
TOUSSI S	12/30/05	2.70	ADDRESS ISSUES RE VARIOUS MOTIONS TO BE FILED WITH THE COURT (1.2); FINALIZE CERTAIN PROFFERS FOR UPCOMING OMNIBUS HEARING (1.5).
		<b>14.30</b>	
ZALTZMAN H*	12/05/05	1.50	TEAM MEETING AND FOLLOW-UP (1.5).
ZALTZMAN H*	12/12/05	1.70	REVIEW PACER DOCKET; TEAM MEETING AND FOLLOW-UP (1.7).
ZALTZMAN H*	12/20/05	1.20	WEEKLY WORKING GROUP TEAM MEETING AND PREP (1.2).
ZALTZMAN H*	12/27/05	1.00	TEAM MEETING; PREPARE DOCUMENTS FOR TEAM MEETING (1.0).
ZALTZMAN H*	12/28/05	3.30	PREPARE AND EDIT SCRIPTS FOR UCC'S MOTIONS (3.3).
		<b>8.70</b>	
ZIEGLER VE	12/01/05	3.50	PREPARE A PROOF OF CLAIM AND ATTACHMENT TO ON BEHALF OF DELPHI BE FILED IN A CHAPTER 7 CASE (3.5).
ZIEGLER VE	12/02/05	2.10	WORK ON DELPHI'S PROOF OF CLAIM IN KEELS' BANKRUPTCY CASE (2.1).
ZIEGLER VE	12/20/05	1.00	ATTEND WEEKLY STATUS CALL (1.0).
ZIEGLER VE	12/27/05	1.00	ATTEND WEEKLY STATUS CALL (1.0).
ZIEGLER VE	12/28/05	3.60	PREPARE A PROOF OF CLAIM AND ATTACHMENT TO ON BEHALF OF DELPHI BE FILED IN A CHAPTER 7 CASE (3.6).
ZIEGLER VE	12/30/05	2.40	WORK ON FILING AND SERVICE OF VARIOUS MOTIONS (1.6) AND MOR (0.8).
		<b>13.60</b>	
<b>Total Associate/Law Clerk</b>		<b>164.00</b>	
DEMMA J	12/01/05	2.40	UPDATE CORRESPONDENCE FILES (1.3); UPDATE MASTER AND 2002 SERVICE LISTS (1.1).
DEMMA J	12/02/05	8.30	PREPARE MATERIALS FOR ATTORNEY REVIEW (7.1); UPDATE CORRESPONDENCE FILES (1.2).
DEMMA J	12/05/05	7.20	PREPARE FINANCIAL ADVISORS MATERIALS FOR ATTORNEY REVIEW (2.2); UPDATE DUE DILIGENCE MATERIALS (0.6); UPDATE CORRESPONDENCE FILES (3.3); ATTEND PLANNING MEETING (1.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DEMMA J	12/06/05	4.80	UPDATE CORRESPONDENCE FILE (3.1); UPDATE MASTER AND 2002 SERVICE LISTS (1.7).
DEMMA J	12/12/05	4.90	UPDATE CORRESPONDENCE FILE (4.3); UPDATE CASE ADMINISTRATION MATERIALS FOR ATTORNEY DISTRIBUTION (0.6).
DEMMA J	12/15/05	1.10	UPDATE CORRESPONDENCE FILES (1.1).
DEMMA J	12/16/05	4.40	PREPARE DELPHI TEAM MANAGEMENT MATERIALS FOR ATTORNEY REVIEW (1.1); UPDATE CORRESPONDENCE FILE (3.3).
DEMMA J	12/19/05	6.40	UPDATE CORRESPONDENCE FILES (4.1); TELECONFERENCE WITH VARIOUS CREDITORS (2.3).
DEMMA J	12/20/05	7.00	PREPARE MATERIALS FOR ATTORNEY USE (1.3); UPDATE CORRESPONDENCE FILES (3.6); PREPARE/DISTRIBUTE LETTER RE FAILURE TO COMPLY WITH CASE MANAGEMENT ORDER (2.1).
DEMMA J	12/21/05	5.20	PREPARE/DISTRIBUTE CASE ADMINISTRATION MATERIALS FOR ATTORNEY USE (2.1); TELECONFERENCE WITH VARIOUS CREDITORS (0.6); PREPARE/DISTRIBUTE TEAM MANAGEMENT MATERIALS FOR ATTORNEY REVIEW (0.6); UPDATE CORRESPONDENCE FILES (1.3); PREPARE MATERIALS FOR ATTORNEY REVIEW (0.6).
DEMMA J	12/28/05	8.20	UPDATE CORRESPONDENCE FILES (7.1); PREPARE MATERIALS RE DELPHI TEAM MANAGEMENT FOR ATTORNEY USE (1.1).
DEMMA J	12/29/05	7.50	PREPARE MATERIALS FOR JANUARY 5, 2006 OMNIBUS HEARING (7.5).
DEMMA J	12/30/05	10.90	PREPARE MATERIALS FOR JANUARY 5, 2006 OMNIBUS HEARING (9.2); PREPARE MATERIALS FOR ATTORNEY REVIEW (1.1); PREPARE LETTER TO C. CLARK RE FAILURE TO COMPLY WITH CASE ADMINISTRATION ORDER (0.6).
		<b>78.30</b>	
SALAZAR AG	12/01/05	6.40	REVISE DATES ON SCHEDULING ORDER (0.4); UPDATE PRESENTATION BINDER (0.1); REVIEW MAIL RECEIVED (1.4); ORGANIZE FILES (0.8); PREPARE AND SEND DOCUMENTS FOR UPLOAD IN DATABASE (1.8); DRAFT NEW HEARING AGENDAS FOR NEXT TWO HEARINGS (1.9).
SALAZAR AG	12/02/05	1.30	DRAFT LETTERS FOR PARTIES REQUESTING INCLUSION ON MSL (0.5); REVIEW DOCKET AND UPDATE HEARING AGENDAS (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	12/05/05	3.40	REVIEW DOCKET AND UPDATE HEARING AGENDAS (0.6); REVIEW MAIL RECEIVED (0.7); ORGANIZE FILES FOR CASE (1.5); RESPOND TO REQUESTS FOR DOCUMENTS AND OTHER INQUIRIES (0.6).
SALAZAR AG	12/06/05	0.30	REVIEW AND RESPOND TO EMAILS (0.3).
SALAZAR AG	12/07/05	0.10	REVIEW AND RESPOND TO EMAILS (0.1).
SALAZAR AG	12/08/05	4.50	UPDATE CASE BINDER (0.3); COLLECT OBJECTION DEADLINES FOR NOTICE OF PRESENTMENT (0.1); REVIEW SEVERAL TRANSCRIPTS AND EXTRACT EXCERPTS TO DISTRIBUTE (1.0); SUBMIT REQUEST FOR TRANSCRIPTS (0.4); DISTRIBUTE COPIES OF DEPOSITIONS (0.3); REVIEW AND RESPOND TO EMAIL (0.2); ORGANIZE CASE FILES (2.2).
SALAZAR AG	12/09/05	0.20	DRAFT NOTICE OF HEARING FOR ADJOURNMENT (0.2).
SALAZAR AG	12/12/05	3.30	RESPOND TO EMAILS (0.6); DISTRIBUTE TRANSCRIPTS TO TEAM (0.5); PARTICIPATE IN TEAM CONFERENCE CALL (1.0); DRAFT AND SEND MSL REQUEST LETTER (0.3); REVIEW MAIL RECEIVED (0.5); UPDATE AGENDA FOR HEARING (0.4).
SALAZAR AG	12/13/05	2.30	REVIEW AND RESPOND TO EMAILS (0.2); COORDINATE WITH OUTSIDE COUNSEL FOR DEBTORS PLEADINGS (0.2); REVIEW TRANSCRIPTS FOR LANGUAGE ON THE RECORD RE CASH MANAGEMENT (1.1); UPDATE HEARING AGENDA (0.5); ORGANIZE FILES (0.3).
SALAZAR AG	12/14/05	2.20	REVIEW AND RESPOND TO EMAILS (0.2); ORGANIZE FILES (0.8); RESPOND TO REQUESTS FOR DOCUMENTS (0.7); UPDATE HEARING AGENDA (0.5).
SALAZAR AG	12/15/05	3.40	PREPARE AND SUBMIT DOCUMENTS FOR UPLOAD IN DATABASE (1.0); ORGANIZE FILING OF NEW MOTIONS (1.0); PREPARE AND ELECTRONICALLY FILE NOTICE OF HEARING FOR SPECMO (0.4); ORGANIZE FILES (1.0).
SALAZAR AG	12/16/05	1.80	RESPOND TO REQUESTS FOR CASH MANAGEMENT (0.3); ORGANIZE AND PREPARE FOR FILING (1.5).
SALAZAR AG	12/19/05	3.40	SEND DOCUMENTS TO CHAMBERS (0.2); RESPOND TO QUESTIONS RE AFFIDAVIT OF SERVICE (0.6); RESPOND TO REQUESTS FOR DOCUMENTS (0.6); UPDATE HEARING AGENDA WITH NEW ITEMS FILED (0.5); REVIEW AND RESPOND TO EMAIL (0.4); RESPOND TO REQUEST FOR TRANSCRIPT (0.7); COURTESY COPIES TO CHAMBERS (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	12/20/05	4.80	PARTICIPATE IN CONFERENCE CALL (0.9); RESPOND TO REQUEST FOR TRANSCRIPT (0.2); UPDATE BINDERS WITH NEW PRESENTATIONS (0.2); REVIEW AND UPDATE HEARING AGENDA (2.2); SEND COURTESY COPIES OF ORDER DISKS TO COURT (0.9); CONDUCT RESEARCH FOR PRECEDENT (0.4).
SALAZAR AG	12/21/05	2.60	PREPARE AND SEND COURTESY COPIES TO CHAMBERS (0.3); RESPOND TO REQUEST OF ROTHSCHILD FOR COURT ORDERS (0.7); SEARCH DOCKET FOR REQUESTED DOCUMENTS (0.5); DRAFT AND REVISE HEARING AGENDA (1.1).
SALAZAR AG	12/22/05	2.00	DRAFT HEARING AGENDA AND PREPARE ALL DOCUMENTS BINDER (2.0).
SALAZAR AG	12/30/05	1.40	REVIEW CORRESPONDENCE (0.5); COORDINATE UPCOMING SERVICE WITH KCC (0.4); PREPARE HEARING BINDERS (0.5).
		<b>43.40</b>	
ZSOLDOS AF	12/01/05	0.60	PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2).
ZSOLDOS AF	12/02/05	3.80	PREPARE COLLINS & AIKMAN DOCKET FOR ATTORNEY REVIEW (0.2); PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.4); UPDATE MOTION SUMMARY CHART (1.8); CREATE CHART OF MAJOR SDNY CASES FOR DOCKET REVIEW (1.2).
ZSOLDOS AF	12/05/05	0.70	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.3).
ZSOLDOS AF	12/06/05	1.40	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); UPDATE MOTION SUMMARY CHART (0.8).
ZSOLDOS AF	12/07/05	2.80	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.3); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); UPDATE CASE LAW BINDERS (2.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	12/08/05	0.60	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2).
ZSOLDOS AF	12/12/05	1.40	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PULL DOCUMENTS FROM DOCKET (0.2); UPDATE MOTION SUMMARY CHART (0.6).
ZSOLDOS AF	12/13/05	3.10	PREPARE TOWER DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.6); UPDATE MASTER DISCLOSURE LIST (0.7); PULL SKADDEN RESPONSES TO OBJECTIONS (0.2); UPDATE OBJECTING PARTIES LIST (1.2).
ZSOLDOS AF	12/14/05	1.80	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.3); PULL DOCUMENTS OFF DOCKET (0.2); REVIEW MOTION SUMMARY CHART AND HEARING PLANNER FOR CHART OF UPCOMING MATTERS ON THE HEARING (0.9).
ZSOLDOS AF	12/16/05	4.90	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); ELECTRONICALLY FILE VARIOUS DELPHI MOTIONS: EXCLUSIVITY EXTENSION, LEASE REJECTION / PROCEDURES, PILLARHOUSE ASSUMPTION, REMOVAL DEADLINE EXTENSION, LEASE PROCEDURES, AND INSURANCE AGREEMENT MOTION (4.3).
ZSOLDOS AF	12/19/05	1.80	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.4); PREPARE FAX TO EDITOR AT SDNY BANKRUPTCY COURT RE DOCKET ENTRIES SUBMITTED ERRONEOUSLY (0.6); PULL DOCUMENTS FROM DOCKET (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	12/20/05	4.40	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); UPDATE MOTION SUMMARY CHART (3.8).
ZSOLDOS AF	12/21/05	3.10	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); UPDATE MOTION SUMMARY CHART (2.5).
ZSOLDOS AF	12/22/05	0.90	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.3); PULL REQUESTED DOCUMENTS OFF DOCKET (0.2).
ZSOLDOS AF	12/27/05	6.00	PARTICIPATE IN WEEKLY DELPHI PHONE CONFERENCE RE STATUS (0.5); WORK ON AGENDA FOR 1/5/2006 HEARING (4.0); COORDINATE CITE-CHECKER FOR PLEADINGS (0.2); PREPARE DOCKET REQUESTS (0.3); ORDER TRANSCRIPT (0.8); SEARCH FOR PROFFER PRECEDENT (0.2).
ZSOLDOS AF	12/28/05	8.40	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); CHECK LINAMAR COUNSEL INFORMATION (0.4); PREPARATION FOR HEARING (0.6); COORDINATE SERVICE OF SPECIAL NOTICE PARTIES AND OTHER PARTIES WITH KCC, INCLUDING CHECKING NOTICES FOR PARTIES AND SENDING LIST OF POTENTIAL FILINGS TO KCC (1.5); UPDATE 1/5/2006 HEARING AGENDA (2.2); UPDATE MOTION SUMMARY CHART (2.7); PREPARE TRANSCRIPT REQUEST (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	12/29/05	14.00	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.3); CREATE, REORDER, SLIP-SHEET, AND UPDATE HEARING BINDER (4.6); MEET WITH T. MATZ, R. MEISLER, AND T. BERGER RE AGENDA AND STATUS OF HEARING (0.6); COORDINATE SERVICE OF DOCUMENTS WITH KCC AND DELPHI TEAM (0.6); UPDATE AGENDA (2.5); MEET WITH T. MATZ AND V. ZIEGLER RE STATUS OF AGENDA, FILINGS FOR THE NEXT DAY, AND GENERAL PREPARATION (0.9); UPDATE MOTION SUMMARY CHART (2.0); FILE DEBTORS' OBJECTIONS TO LEAD PLAINTIFFS MOTION FOR AUTOMATIC STAY AND OBJECTION TO COX AND CLARK MOTIONS (0.9); PREPARE COURTESY COPIES OF ALL DOCUMENTS FOR US TRUSTEE AND JUDGE DRAIN (1.2).
ZSOLDOS AF	12/30/05	11.50	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); COORDINATE WITH KCC AND B. KAPLAN AT SHEARMAN RE FILINGS (0.4); PREPARE DOCUMENTS FOR COURTESY COPIES TO COURT (0.4); UPDATE HEARING BINDER (3.0); UPDATE AGENDA (2.7); UPDATE MOTION SUMMARY CHART (2.4); ELECTRONICALLY FILE OBJECTION TO LEAD PLAINTIFFS AND OBJECTION TO LAW DEBENTURE (1.2); PREPARE HEARING BINDERS (0.8).
		<b>71.20</b>	
<b>Total Legal Assistant</b>		<b>192.90</b>	
NEGRON AM	12/02/05	1.80	UPDATE PLEADINGS INDEX (0.9) AND UPDATE 2002 SERVICE LIST (0.9).
NEGRON AM	12/05/05	4.40	UPDATE PLEADINGS INDEX (1.1); UPDATE 2002 SERVICE LIST (1.0); REVIEW AND INDEX PLEADINGS AND PREPARE SUCH DOCUMENTS FOR OUR ON-SITE FILES (2.3).
NEGRON AM	12/06/05	1.80	UPDATE PLEADINGS INDEX (0.9); UPDATE 2002 SERVICE LIST (0.7) AND SCAN AND PDF HEARING EXHIBITS (0.2).
NEGRON AM	12/07/05	3.40	UPDATE PLEADINGS INDEX (1.1); UPDATE 2002 SERVICE LIST (1.1); REVIEW AND INDEX PLEADINGS AND PREPARE SUCH DOCUMENTS FOR OUR ON-SITE PLEADINGS FILES (1.2).
NEGRON AM	12/08/05	1.40	UPDATE PLEADINGS INDEX (0.9) AND UPDATE 2002 SERVICE LIST (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

NEGRON AM	12/12/05	2.20	UPDATE PLEADINGS INDEX (0.8) AND UPDATE 2002 SERVICE LIST (1.4).
NEGRON AM	12/13/05	2.50	UPDATE PLEADINGS INDEX (0.9); UPDATE 2002 SERVICE LIST (0.9) AND REVIEW AND INDEX PLEADINGS AND PREPARE SUCH DOCUMENTS FOR OUR ON-SITE PLEADINGS FILES (0.7).
NEGRON AM	12/14/05	1.60	UPDATE PLEADINGS INDEX (0.7) AND UPDATE 2002 SERVICE LIST (0.9).
NEGRON AM	12/16/05	2.20	UPDATE PLEADINGS INDEX (0.8); UPDATE RECLAMATION CLAIMS INDEX (0.5) AND UPDATE 2002 SERVICE LIST (0.9).
NEGRON AM	12/19/05	2.50	UPDATE PLEADINGS INDEX (0.9); UPDATE 2002 SERVICE LIST (0.8) AND REVIEW AND INDEX PLEADINGS FOR OUR ON-SITE PLEADINGS FILES (0.8).
NEGRON AM	12/20/05	1.80	UPDATE PLEADINGS INDEX (0.6); REVIEW AND INDEX PLEADINGS AND PREPARE SUCH DOCUMENTS FOR OUR ON-SITE PLEADINGS FILES (0.8) AND UPDATE 2002 SERVICE LIST (0.4).
NEGRON AM	12/22/05	1.40	UPDATE PLEADINGS INDEX (0.9); UPDATE MOTION SUMMARY CHART IN CASE ADMINISTRATION BINDERS (0.5).
NEGRON AM	12/23/05	3.00	UPDATE PLEADINGS INDEX (1.1); UPDATE 2002 SERVICE LIST (0.5) AND REVIEW AND INDEX PLEADINGS AND PREPARE SUCH DOCUMENTS FOR OUR ON-SITE PLEADINGS FILES (1.4).
NEGRON AM	12/27/05	1.10	UPDATE PLEADINGS INDEX (0.8); UPDATE SERVICE LIST (0.3).
NEGRON AM	12/28/05	2.60	UPDATE PLEADINGS INDEX (0.7); UPDATE SERVICE LIST (0.9) AND REVIEW AND INDEX PLEADINGS AND PREPARE FOR OUR ON-SITE FILES (1.0).
NEGRON AM	12/29/05	4.60	UPDATE PLEADINGS INDEX (0.8); UPDATE SERVICE LIST (0.9) AND DOWNLOAD PLEADINGS, EXHIBITS AND ATTACHMENTS FOR HEARING BINDER (2.9).
NEGRON AM	12/30/05	5.80	REVIEW, REVISE AND UPDATE HEARING BINDER (5.8).
		<b>44.10</b>	
RIVERA M	12/01/05	2.90	UPDATE PRESS RELEASE FILES AND INDEX (1.5); UPDATE CORRESPONDENCE FILES (0.7); DOCKET PLEADINGS (0.7).
RIVERA M	12/02/05	2.80	UPDATE PRESS RELEASE FILES AND INDEX (1.8); UPDATE CORRESPONDENCE FILES (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

RIVERA M	12/05/05	5.00	UPDATE PRESS RELEASE FILES AND INDEX (1.5); SCAN AND CODE CORRESPONDENCE (2.0); UPDATE CORRESPONDENCE FILES (1.0); DOCKET PLEADINGS (0.5).
RIVERA M	12/06/05	3.10	UPDATE PRESS RELEASE FILES AND INDEX (1.3); SCAN AND CODE CORRESPONDENCE (1.8).
RIVERA M	12/07/05	4.60	UPDATE PRESS RELEASE FILES AND INDEX (1.7); SCAN AND CODE CORRESPONDENCE (1.9); DOCKET PLEADINGS (1.0).
RIVERA M	12/08/05	3.30	UPDATE PRESS RELEASE FILES AND INDEX (1.8); UPDATE CORRESPONDENCE FILES (0.5); DOCKET PLEADINGS (1.0).
RIVERA M	12/09/05	3.00	UPDATE PRESS RELEASE FILES AND INDEX (1.7); UPDATE CORRESPONDENCE FILES (0.5); DOCKET PLEADINGS (0.8).
RIVERA M	12/12/05	5.00	PREPARE PROOF OF CLAIMS FOR DISTRIBUTION (2.0); UPDATE PRESS RELEASE FILES AND INDEX (1.5); UPDATE CORRESPONDENCE FILES AND INDEX (1.0); DOCKET PLEADINGS (0.5).
RIVERA M	12/13/05	5.30	UPDATE PRESS RELEASE FILES AND INDEX (1.8); SCAN AND CODE CORRESPONDENCE (2.0); UPDATE CORRESPONDENCE FILES (1.0); DOCKET PLEADINGS (0.5).
RIVERA M	12/14/05	2.50	UPDATE PRESS RELEASE FILES AND INDEX (1.5); DOCKET PLEADINGS (0.6); UPDATE CORRESPONDENCE FILES (0.4).
RIVERA M	12/15/05	2.70	UPDATE PRESS RELEASE FILES AND INDEX (1.7); UPDATE CORRESPONDENCE FILES (0.3); DOCKET PLEADINGS (0.7).
RIVERA M	12/16/05	4.20	UPDATE PRESS RELEASE FILES AND INDEX (1.9); UPDATE CORRESPONDENCE FILES AND INDEX (1.2); DOCKET PLEADINGS (1.1).
RIVERA M	12/19/05	4.50	PREPARE PROOF OF CLAIMS FOR DISTRIBUTION (0.3); UPDATE PRESS RELEASE FILES AND INDEX (1.7); UPDATE CORRESPONDENCE FILES AND INDEX (1.0); SCAN AND CODE CORRESPONDENCE (1.5).
RIVERA M	12/20/05	4.90	SCAN AND CODE CORRESPONDENCE (1.7); UPDATE PRESS RELEASE FILES AND INDEX (1.5); UPDATE CORRESPONDENCE FILES AND INDEX (1.2); DOCKET PLEADINGS (0.5).
RIVERA M	12/21/05	3.50	UPDATE PRESS RELEASE FILES AND INDEX (1.4); UPDATE CORRESPONDENCE FILES AND INDEX (1.0); DOCKET PLEADINGS (1.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

RIVERA M	12/22/05	3.30	UPDATE PRESS RELEASE FILES AND INDEX (1.5); UPDATE CORRESPONDENCE FILES (0.6); DOCKET PLEADINGS (1.2).
RIVERA M	12/23/05	3.00	UPDATE PRESS RELEASE FILES AND INDEX (1.5); UPDATE CORRESPONDENCE FILES (0.5); DOCKET PLEADINGS (1.0).
		<b>63.60</b>	
WORSHECK TM	12/01/05	1.80	DOWNLOAD PLEADINGS (0.6); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.2).
WORSCHECK TM	12/02/05	3.20	DOWNLOAD PLEADINGS (0.9); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (2.3).
WORSCHECK TM	12/05/05	4.20	DOWNLOAD PLEADINGS (1.4); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (2.8).
WORSCHECK TM	12/06/05	2.40	DOWNLOAD PLEADINGS (0.6); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.8).
WORSCHECK TM	12/07/05	1.40	DOWNLOAD PLEADINGS (0.6); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (0.8).
WORSCHECK TM	12/08/05	6.10	DOWNLOAD PLEADINGS (1.8); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (4.3).
WORSCHECK TM	12/12/05	3.40	DOWNLOAD PLEADINGS (1.1); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (2.3).
WORSCHECK TM	12/13/05	1.60	DOWNLOAD PLEADINGS (0.4); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.2).
WORSCHECK TM	12/14/05	1.20	REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (1.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WORSHECK TM	12/19/05	0.90	DOWNLOAD PLEADINGS (0.3); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (0.6).
WORSCHECK TM	12/20/05	3.80	DOWNLOAD PLEADINGS (1.4); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (2.4).
WORSCHECK TM	12/22/05	1.10	DOWNLOAD PLEADINGS (0.7); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (0.4).
WORSCHECK TM	12/23/05	2.40	REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (2.4).
WORSCHECK TM	12/29/05	4.80	DOWNLOAD PLEADINGS (1.4); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (3.4).
WORSCHECK TM	12/30/05	4.20	DOWNLOAD PLEADINGS (0.8); REVIEW AND INDEX PLEADINGS FOR ONSITE PLEADINGS BINDERS (2.2); ASSIST IN PREPARATION OF HEARING BINDER (1.2).
		<b>42.50</b>	
<b>Total Legal Assistant Support</b>		<b>150.20</b>	
<b>TOTAL TIME</b>		<b><u>583.60</u></b>	

\* Law clerks are law school graduates who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Case Administration**

**Bill Date: 01/31/06  
Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	12/01/05	Lyons JK	249.23
Air/Rail Travel - vendor feed	12/01/05	Lyons JK	-249.23
Air/Rail Travel - vendor feed	12/01/05	Lyons JK	389.65
Air/Rail Travel - vendor feed	12/05/05	Lyons JK	531.25
Air/Rail Travel - vendor feed	12/06/05	Herriott AV	275.40
Air/Rail Travel - vendor feed	12/09/05	Herriott AV	160.21
Air/Rail Travel - vendor feed	12/09/05	Meisler RE	163.21
Air/Rail Travel - vendor feed	12/09/05	Meisler RE	120.21
Air/Rail Travel - vendor feed	12/14/05	Meisler RE	118.71
Air/Rail Travel - vendor feed	12/15/05	Meisler RE	529.22
Air/Rail Travel - vendor feed	12/15/05	Meisler RE	-529.22
Air/Rail Travel - vendor feed	12/15/05	Meisler RE	574.22
Air/Rail Travel - vendor feed	12/15/05	Meisler RE	-529.22
Air/Rail Travel - vendor feed	12/16/05	Meisler RE	120.21
Air/Rail Travel - vendor feed	12/16/05	Meisler RE	422.93
Air/Rail Travel - vendor feed	12/16/05	Meisler RE	-377.93
Air/Rail Travel - vendor feed	12/18/05	Herriott AV	120.21
Air/Rail Travel - vendor feed	12/19/05	Meisler RE	163.71
Air/Rail Travel - vendor feed	12/20/05	Meisler RE	120.18

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	12/20/05	Meisler RE	120.21
Air/Rail Travel - vendor feed	12/20/05	Meisler RE	-120.21
Air/Rail Travel - vendor feed	12/21/05	Herriott AV	416.05
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$2,789.00</b>
In-house Reproduction	10/21/05	Copy Center, D	641.42
In-house Reproduction	12/02/05	Copy Center, D	3,336.29
In-house Reproduction	12/02/05	Copy Center, D	1,244.43
In-house Reproduction	12/02/05	Copy Center, D	2.90
In-house Reproduction	12/06/05	Copy Center, D	119.00
In-house Reproduction	12/06/05	Copy Center, D	328.81
In-house Reproduction	12/09/05	Copy Center, D	3,808.40
In-house Reproduction	12/09/05	Copy Center, D	832.42
In-house Reproduction	12/13/05	Copy Center, D	213.71
In-house Reproduction	12/13/05	Copy Center, D	564.91
In-house Reproduction	12/16/05	Copy Center, D	12.20
In-house Reproduction	12/16/05	Copy Center, D	5.50
In-house Reproduction	12/19/05	Copy Center, D	199.41
In-house Reproduction	12/19/05	Copy Center, D	177.20
In-house Reproduction	12/20/05	Copy Center, D	585.82
In-house Reproduction	12/20/05	Copy Center, D	474.51
In-house Reproduction	12/23/05	Copy Center, D	98.90
In-house Reproduction	12/23/05	Copy Center, D	570.42
In-house Reproduction	12/27/05	Copy Center, D	7.40
In-house Reproduction	12/27/05	Copy Center, D	657.02
In-house Reproduction	12/28/05	Copy Center, D	17.40
In-house Reproduction	12/30/05	Copy Center, D	97.90
In-house Reproduction	12/30/05	Copy Center, D	1,141.03
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$15,137.00</b>
Telephone Expense	12/29/05	Telecommunications, D	40.78
Telephone Expense	12/29/05	Telecommunications, D	59.77
Telephone Expense	12/29/05	Telecommunications, D	9.04

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	12/29/05	Telecommunications, D	0.02
Telephone Expense	12/29/05	Telecommunications, D	0.04
Telephone Expense	12/29/05	Telecommunications, D	0.06
Telephone Expense	12/29/05	Telecommunications, D	4.36
Telephone Expense	12/29/05	Telecommunications, D	7.08
Telephone Expense	12/29/05	Telecommunications, D	0.98
Telephone Expense	12/29/05	Telecommunications, D	0.29
Telephone Expense	12/29/05	Telecommunications, D	0.03
Telephone Expense	12/29/05	Telecommunications, D	0.10
Telephone Expense	12/29/05	Telecommunications, D	0.60
Telephone Expense	12/29/05	Telecommunications, D	0.34
Telephone Expense	12/29/05	Telecommunications, D	0.06
Telephone Expense	12/29/05	Telecommunications, D	0.25
Telephone Expense	12/29/05	Telecommunications, D	0.16
Telephone Expense	12/29/05	Telecommunications, D	0.04
Telephone Expense	12/29/05	Telecommunications, D	0.61
Telephone Expense	12/29/05	Telecommunications, D	0.33
Telephone Expense	12/29/05	Telecommunications, D	0.06
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$125.00</b>
Non-standard/Outside Reproduction	12/01/05	Santiago M	140.00
		<b>TOTAL NON-STANDARD/OUTSIDE REPRODUCTION</b>	<b>\$140.00</b>
Lexis/Nexis	12/01/05	Demma J	7.00
Lexis/Nexis	12/01/05	Greenblatt JA	20.57
Lexis/Nexis	12/02/05	Demma J	35.00
Lexis/Nexis	12/03/05	Demma J	7.00
Lexis/Nexis	12/04/05	Demma J	7.00
Lexis/Nexis	12/05/05	Demma J	35.00
Lexis/Nexis	12/06/05	Demma J	14.00
Lexis/Nexis	12/07/05	Demma J	7.00
Lexis/Nexis	12/07/05	Zaltzman H	353.80
Lexis/Nexis	12/08/05	Demma J	28.00
Lexis/Nexis	12/09/05	Demma J	7.00

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Lexis/Nexis	12/10/05	Demma J	7.00
Lexis/Nexis	12/11/05	Demma J	7.00
Lexis/Nexis	12/12/05	Demma J	49.00
Lexis/Nexis	12/12/05	Zaltzman H	92.45
Lexis/Nexis	12/13/05	Demma J	28.00
Lexis/Nexis	12/13/05	Zaltzman H	194.42
Lexis/Nexis	12/14/05	Demma J	28.00
Lexis/Nexis	12/14/05	Zaltzman H	404.89
Lexis/Nexis	12/15/05	Demma J	7.00
Lexis/Nexis	12/15/05	Zaltzman H	1,182.15
Lexis/Nexis	12/16/05	Demma J	21.00
Lexis/Nexis	12/17/05	Demma J	7.00
Lexis/Nexis	12/18/05	Demma J	7.00
Lexis/Nexis	12/19/05	Demma J	7.00
Lexis/Nexis	12/19/05	Zaltzman H	5.00
Lexis/Nexis	12/20/05	Demma J	49.00
Lexis/Nexis	12/21/05	Demma J	28.00
Lexis/Nexis	12/22/05	Demma J	7.00
Lexis/Nexis	12/23/05	Demma J	20.96
Lexis/Nexis	12/23/05	Zaltzman H	365.20
Lexis/Nexis	12/24/05	Demma J	7.00
Lexis/Nexis	12/25/05	Demma J	7.00
Lexis/Nexis	12/26/05	Demma J	7.00
Lexis/Nexis	12/27/05	Demma J	7.00
Lexis/Nexis	12/27/05	Tung TN	222.56
Lexis/Nexis	12/28/05	Demma J	7.00
Lexis/Nexis	12/29/05	Demma J	7.00
Lexis/Nexis	12/30/05	Demma J	7.00
Lexis/Nexis	12/31/05	Demma J	7.00
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$3,317.00</b>
Westlaw	12/02/05	Toussi S	65.69
Westlaw	12/06/05	Toussi S	863.21
Westlaw	12/07/05	Micheli MJ	22.61
Westlaw	12/14/05	Toussi S	347.29

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Westlaw	12/16/05	Toussi S	118.94
Westlaw	12/23/05	Reese RG	23.80
Westlaw	12/23/05	Stuart NL	255.37
Westlaw	12/27/05	Tung TN	37.09
<b>TOTAL WESTLAW</b>			<b>\$1,734.00</b>
Scanning Services	12/16/05	On-Site Sourcing, Inc.	977.85
Scanning Services	12/16/05	On-Site Sourcing, Inc.	88.33
Scanning Services	12/30/05	On-Site Sourcing, Inc.	104.82
<b>TOTAL SCANNING SERVICES</b>			<b>\$1,171.00</b>
Reproduction - color	12/01/05	Copy Center, D	146.04
Reproduction - color	12/01/05	Copy Center, D	11.50
Reproduction - color	12/02/05	Copy Center, D	805.73
Reproduction - color	12/02/05	Copy Center, D	48.01
Reproduction - color	12/06/05	Copy Center, D	2.00
Reproduction - color	12/06/05	Copy Center, D	176.55
Reproduction - color	12/09/05	Copy Center, D	450.13
Reproduction - color	12/15/05	Copy Center, D	38.02
Reproduction - color	12/19/05	Copy Center, D	24.01
Reproduction - color	12/28/05	Copy Center, D	33.01
<b>TOTAL REPRODUCTION - COLOR</b>			<b>\$1,735.00</b>
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	19.56
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	20.66
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	6.09
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	33.61
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	21.50
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	0.58
<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>			<b>\$102.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel (external)	12/01/05	Butler, Jr. J	95.69
Air/Rail Travel (external)	12/04/05	Lyons JK	249.31
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$345.00</b>
Out-of-Town Travel	11/16/05	Lyons JK	589.24
Out-of-Town Travel	11/30/05	Toussi S	107.46
Out-of-Town Travel	12/01/05	Butler, Jr. J	12.00
Out-of-Town Travel	12/01/05	Lyons JK	308.61
Out-of-Town Travel	12/01/05	Butler, Jr. J	21.33
Out-of-Town Travel	12/01/05	Butler, Jr. J	8.33
Out-of-Town Travel	12/01/05	Butler, Jr. J	563.48
Out-of-Town Travel	12/08/05	Lyons JK	104.00
Out-of-Town Travel	12/08/05	Lyons JK	393.47
Out-of-Town Travel	12/08/05	Lyons JK	983.90
Out-of-Town Travel	12/09/05	Matz TJ	177.66
Out-of-Town Travel	12/09/05	Matz TJ	202.27
Out-of-Town Travel	12/09/05	Meisler RE	429.30
Out-of-Town Travel	12/09/05	Meisler RE	269.92
Out-of-Town Travel	12/09/05	Herriott AV	306.12
Out-of-Town Travel	12/09/05	Herriott AV	40.00
Out-of-Town Travel	12/09/05	Herriott AV	640.71
Out-of-Town Travel	12/14/05	Meisler RE	81.65
Out-of-Town Travel	12/15/05	Lyons JK	315.60
Out-of-Town Travel	12/15/05	Lyons JK	732.59
Out-of-Town Travel	12/15/05	Lyons JK	78.00
Out-of-Town Travel	12/16/05	Meisler RE	75.00
Out-of-Town Travel	12/16/05	Meisler RE	470.82
Out-of-Town Travel	12/20/05	Meisler RE	203.91
Out-of-Town Travel	12/20/05	Meisler RE	12.04
Out-of-Town Travel	12/20/05	Meisler RE	202.27
Out-of-Town Travel	12/22/05	Lyons JK	438.89
Out-of-Town Travel	12/22/05	Lyons JK	707.43
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$8,476.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Messengers/ Courier	12/02/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/02/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/02/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/02/05	Straightline Courier	34.26
Messengers/ Courier	12/02/05	Straightline Courier	38.54
Messengers/ Courier	12/05/05	Dist Serv/Mail/Page, D	36.46
Messengers/ Courier	12/05/05	Dist Serv/Mail/Page, D	37.44
Messengers/ Courier	12/06/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/06/05	Dist Serv/Mail/Page, D	10.38
Messengers/ Courier	12/06/05	Dist Serv/Mail/Page, D	81.65
Messengers/ Courier	12/06/05	Dist Serv/Mail/Page, D	30.70
Messengers/ Courier	12/06/05	Dist Serv/Mail/Page, D	30.70
Messengers/ Courier	12/08/05	Dist Serv/Mail/Page, D	11.76
Messengers/ Courier	12/09/05	Dist Serv/Mail/Page, D	11.76
Messengers/ Courier	12/12/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	77.75
Messengers/ Courier	12/16/05	Dist Serv/Mail/Page, D	22.88
Messengers/ Courier	12/19/05	Dist Serv/Mail/Page, D	10.38
Messengers/ Courier	12/21/05	Dist Serv/Mail/Page, D	19.98
Messengers/ Courier	12/23/05	Dist Serv/Mail/Page, D	43.13
Messengers/ Courier	12/23/05	Dist Serv/Mail/Page, D	49.95
Messengers/ Courier	12/23/05	Dist Serv/Mail/Page, D	44.80
Messengers/ Courier	12/28/05	Dist Serv/Mail/Page, D	10.26
Messengers/ Courier	12/29/05	Dist Serv/Mail/Page, D	6.32
Messengers/ Courier	12/30/05	Dist Serv/Mail/Page, D	11.76
Messengers/ Courier	12/30/05	Dist Serv/Mail/Page, D	11.76
Messengers/ Courier	12/30/05	Dist Serv/Mail/Page, D	14.05
Messengers/ Courier	12/30/05	Dist Serv/Mail/Page, D	34.51
Messengers/ Courier	12/30/05	Straightline Courier	32.27
<b>TOTAL MESSENGERS/ COURIER</b>			<b>\$745.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	11/30/05	Toussi S	49.68
Out-of-Town Meals	11/30/05	Toussi S	11.79
Out-of-Town Meals	12/01/05	Butler, Jr. J	15.32
Out-of-Town Meals	12/05/05	Lyons JK	44.98
Out-of-Town Meals	12/07/05	Meisler RE	4.42
Out-of-Town Meals	12/07/05	Meisler RE	3.65
Out-of-Town Meals	12/07/05	Meisler RE	1.77
Out-of-Town Meals	12/07/05	Meisler RE	13.51
Out-of-Town Meals	12/07/05	Lyons JK	464.57
Out-of-Town Meals	12/08/05	Lyons JK	60.23
Out-of-Town Meals	12/09/05	Matz TJ	19.49
Out-of-Town Meals	12/09/05	Herriott AV	10.49
Out-of-Town Meals	12/09/05	Herriott AV	5.60
Out-of-Town Meals	12/09/05	Meisler RE	4.64
Out-of-Town Meals	12/13/05	Lyons JK	44.98
Out-of-Town Meals	12/14/05	Meisler RE	4.07
Out-of-Town Meals	12/14/05	Lyons JK	21.32
Out-of-Town Meals	12/16/05	Meisler RE	14.96
Out-of-Town Meals	12/16/05	Meisler RE	2.48
Out-of-Town Meals	12/20/05	Meisler RE	13.23
Out-of-Town Meals	12/20/05	Meisler RE	6.88
Out-of-Town Meals	12/20/05	Meisler RE	15.96
Out-of-Town Meals	12/22/05	Lyons JK	44.98
<b>TOTAL OUT-OF-TOWN MEALS</b>			<b>\$879.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Court Reporting	12/01/05	All Star Reporters, Inc.	4,568.08
Court Reporting	12/19/05	Veritext New York Reporting Company L.L.	134.79
Court Reporting	12/29/05	Rand Transcript Service, Inc.	68.19
Court Reporting	12/30/05	TypeWrite Word Processing Service	758.94
		<b>TOTAL COURT REPORTING</b>	<b>\$5,530.00</b>
Contracted Catering-NY	12/16/05	Matz TJ	505.00
		<b>TOTAL CONTRACTED CATERING- NY</b>	<b>\$505.00</b>
		<b>TOTAL MATTER</b>	<b>\$42,730.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP) ,  
Case Administration**

**Bill Date: 02/28/06  
Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	01/01/06	1.50	CONTINUE TO PREPARE FOR JANUARY 5TH OMNIBUS HEARING INCLUDING REVIEW OF DRAFT HEARING BOOK (1.5).
BUTLER, JR. J	01/02/06	2.50	CONTINUE TO PREPARE FOR JANUARY 5TH OMNIBUS HEARING INCLUDING REVIEW OF DRAFT HEARING BOOK (1.8); EMAILS FROM/TO R. ROSENBERG RE 2006 OMNI DATES (0.1); REVIEW MEMO RE UCC PROPOSED CHANGES TO CASE MANAGEMENT ORDER AND EVALUATE SAME, NEXT STEPS (0.6).
BUTLER, JR. J	01/03/06	3.30	CONTINUE TO PREPARE FOR JANUARY 5TH OMNIBUS HEARING INCLUDING REVIEW OF DRAFT HEARING BOOK AND SENIOR MANAGEMENT MEETINGS AT COMPANY (2.5); PREPARE FOR (0.3) MEET AND CONFER RE CREDITORS COMMITTEE MOTION ON CASE MANAGEMENT ORDER AND EMAILS FROM/TO R. ROSENBERG AND TELECONFERENCES RE RESCHEDULING AGREEMENT (0.3).
BUTLER, JR. J	01/04/06	4.20	CONTINUE TO PREPARE FOR JANUARY 5TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE ADJOURNED AND UNCONTESTED MOTION INCLUDING SENIOR MANAGEMENT MEETINGS AND WITNESS PREP IN NEW YORK CITY (3.3); REVIEW AND REVISE BLACKLINED ORDERS (0.6); REVIEW AND REVISE AGENDA (0.3).
BUTLER, JR. J	01/05/06	4.10	PREPARE FOR (1.2) AND ATTEND (2.9) OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE ADJOURNED AND CONTESTED MOTIONS AND TOGUT DOCKET.
BUTLER, JR. J	01/06/06	0.50	FOLLOW-UP ON MATTERS FROM JANUARY 6TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT (0.5).
BUTLER, JR. J	01/07/06	1.10	CONTINUE TO FOLLOW-UP ON MATTERS FROM JANUARY OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT (0.7); REVIEW ADDITIONAL PLEADINGS AND DOCKET REPORTS (0.4).
BUTLER, JR. J	01/08/06	0.40	REVIEW DOCKET AND PLEADINGS (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	01/20/06	1.10	REVIEW OUTSTANDING ORDERS TO BE SUBMITTED TO CHAMBERS (0.3); REVIEW CASE MANAGEMENT MATERIALS (0.4); EMAIL FROM R. MEISLER AND REVIEW VARIOUS SUBJECTS AND NEXT STEPS INCLUDING ORDERS TO BE FINALIZED (0.4).
		18.70	
LYONS JK	01/27/06	3.50	REVIEW OF VARIOUS CORRESPONDENCE, EMAILS, AND PLEADINGS, DELEGATED TASKS AND COORDINATED RESPONSES (3.5).
		3.50	
MARAFIOTI KA	01/03/06	1.40	WORK ON CASE MANAGEMENT ISSUES (0.9); REVIEW INCOMING CORRESPONDENCE (0.5).
MARAFIOTI KA	01/05/06	8.20	PREPARE FOR OMNIBUS HEARING (1.3); APPEAR AT OMNIBUS HEARING BEFORE JUDGE DRAIN (5.5); FOLLOWUP MEETINGS WITH CLIENT (0.5); DEVELOP GOING-FORWARD STRATEGY AS A RESULT OF HEARING (0.6); REVIEW INCOMING CORRESPONDENCE (0.3).
MARAFIOTI KA	01/06/06	0.40	REVIEWED CORRESPONDENCE (0.4).
MARAFIOTI KA	01/07/06	0.30	REVIEW CORRESPONDENCE (0.3).
MARAFIOTI KA	01/08/06	0.40	REVIEW CORRESPONDENCE (0.4).
MARAFIOTI KA	01/09/06	0.60	REVIEW INCOMING CORRESPONDENCE AND FORWARD TO RESPONSIBLE TEAM MEMBERS (0.6).
MARAFIOTI KA	01/10/06	0.80	REVIEW STATUS OF PENDING MATTERS (0.4); REVIEW INCOMING CORRESPONDENCE FROM VARIOUS PARTIES (0.4).
MARAFIOTI KA	01/11/06	1.40	REVIEW PENDING MATTERS (0.9); REVIEW INCOMING CORRESPONDENCE (0.5).
MARAFIOTI KA	01/12/06	0.40	REVIEW PLEADINGS AND DETERMINE MATTER ASSIGNMENTS (0.4).
MARAFIOTI KA	01/13/06	5.50	PREPARE FOR HEARING (1.1); ATTEND OMNIBUS HEARING BEFORE JUDGE DRAIN (4.4).
MARAFIOTI KA	01/16/06	1.40	REVISED TEMPLATE FOR BACKGROUND SECTION OF PLEADINGS (0.4); INCOMING CORRESPONDENCE REVIEW (0.4); WORK ON CASE MANAGEMENT ISSUES (0.6).
MARAFIOTI KA	01/17/06	0.70	REVIEW STATUS OF PENDING MATTERS (0.4) AND WORK ON SAME (0.3).
MARAFIOTI KA	01/18/06	0.50	ENGAGE IN CASE PLANNING (0.5).
MARAFIOTI KA	01/19/06	0.50	REVIEW AND DISTRIBUTE CORRESPONDENCE FROM VARIOUS PARTIES (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	01/20/06	1.70	REVIEW PENDING MATTERS (0.9) AND WORK ON SAME (0.8).
MARAFIOTI KA	01/21/06	0.30	REVIEW CORRESPONDENCE (0.3).
MARAFIOTI KA	01/22/06	0.40	REVIEW CORRESPONDENCE RE VARIOUS MATTERS (0.4).
MARAFIOTI KA	01/23/06	1.10	REVIEW INCOMING CORRESPONDENCE AND PLEADINGS (0.6); UPDATE RE PENDING MATTERS (0.5).
MARAFIOTI KA	01/24/06	0.40	REVIEWED INCOMING CORRESPONDENCE AND PLEADINGS (0.4).
MARAFIOTI KA	01/25/06	2.20	CORRESPONDENCE WITH COURT REPORTER RE TRANSCRIPT CORRECTIONS (0.2); READ CORRESPONDENCE AND PLEADINGS FROM VARIOUS PARTIES (0.6); REVIEW PENDING UPCOMING MATTERS (1.4).
MARAFIOTI KA	01/26/06	1.10	REVIEW MISCELLANEOUS CORRESPONDENCE (1.1).
MARAFIOTI KA	01/27/06	0.80	MISCELLANEOUS CORRESPONDENCE REVIEW (0.8).
MARAFIOTI KA	01/28/06	0.40	READ MISCELLANEOUS CORRESPONDENCE (0.4).
MARAFIOTI KA	01/29/06	0.30	REVIEW CORRESPONDENCE (0.3).
MARAFIOTI KA	01/30/06	0.60	REVIEW CASE MANAGEMENT ORDER (0.2) AND CORRESPONDENCE (0.4).
MARAFIOTI KA	01/31/06	1.60	WORK ON CASE MANAGEMENT ISSUES (1.0); REVIEW NEW PLEADINGS AND CORRESPONDENCE (0.6).
		<b>33.40</b>	
<b>Total Partner</b>		<b>55.60</b>	
MATZ TJ	01/02/06	1.40	CONTINUING REVISIONS FOR JAN. 5 HEARING AGENDA (0.6); CORRESPONDENCE RE ADDITIONAL OMNIBUS HEARING DATES (0.2); PREPARATION FOR MEETING AND CONFERENCE RE CASE MANAGEMENT ORDER (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	01/03/06	5.40	TELECONFERENCE WITH CHAMBERS RE SCHEDULING ORDERS AND OMNIBUS HEARING DATES (0.4); WORK ON REVISIONS TO JAN. 5 HEARING AGENDA AS PER COMMENTS FROM VARIOUS PARTIES (0.6); CONTINUING WORK ON HEARING SCRIPTS/PROFFERS AND MATERIALS FOR JAN. 5 HEARING (1.8); TELECONFERENCE WITH A. KRAMMER RE NOTICE INQUIRY (0.2); FOLLOW UP RE SAME (0.1); FOLLOW UP RE ECLIPSE WITHDRAWAL (0.2); WORK ON CASE MANAGEMENT ORDER AND POSSIBLE REVISIONS (0.2); TELECONFERENCE WITH CHAMBERS RE CHANGES TO JAN. 5 HEARING (0.2); TELECONFERENCE RE ADDITIONAL CHANGES TO AGENDA RE SAME (0.4); TELECONFERENCES AND CORRESPONDENCE WITH N. BERGER RE PREPARATION FOR HEARING (1.3).
MATZ TJ	01/04/06	5.60	WORKING ON FINALIZING AGENDA (1.2); TELECONFERENCES WITH N. BERGER RE FINALIZING AGENDA (0.3); TELECONFERENCES WITH CHAMBERS RE SAME (0.3); TELECONFERENCES WITH CHAMBERS RE VARIOUS REVISIONS TO FINAL AGENDA BEFORE HEARING (0.4); TELECONFERENCES WITH SHAMAN RE SCHEDULING MATTERS FOR JAN. 5 AND JAN. 13 HEARINGS (0.5); FOLLOW UP WORK RE SCHEDULING AND DISCOVERY ISSUES (0.8); DISCUSSIONS RE PREPARATION FOR JAN. 5 HEARING (1.3); REVIEW HEARING MATERIALS RE SAME (0.8).
MATZ TJ	01/05/06	10.20	FINAL PREPARATION FOR THIRD OMNIBUS HEARING (1.5); ATTENDING IN COURT FOR THIRD OMNIBUS HEARING (5.5); FOLLOW UP DISCUSSIONS RE SAME (0.5); WORK ON REVISIONS TO 4 ORDERS FOR SUBMISSION TO COURT (0.7); DRAFT AGENDA FOR SENIOR STRATEGY TELECONFERENCE (0.8); FOLLOW UP RE SAME (0.2); REVIEW DELPHI CORRESPONDENCE (1.0).
MATZ TJ	01/06/06	0.70	REVIEW CORRESPONDENCE (0.7).
MATZ TJ	01/08/06	1.50	REVIEW CORRESPONDENCE (0.8); FOLLOW UP WORK RE SAME AND OUTSTANDING MATTERS (0.7).
MATZ TJ	01/09/06	2.10	TELECONFERENCE WITH CHAMBERS RE JAN. 5 ORDERS AND JAN. 27 HEARING (0.3); FOLLOW UP CORRESPONDENCE RE SAME (0.2); WORK ON NOTICE RE ADDITIONAL OMNIBUS HEARING DATES (0.1); REVIEW AND REVISE TASK LIST (0.5); PARTICIPATE IN ASSOCIATE WEEKLY STATUS TELECONFERENCE RE ONGOING MATTERS AND PREPARATION FOR NEXT HEARING (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	01/10/06	0.90	PREPARATION FOR JAN. 13 HEARING (0.5); TELECONFERENCE WITH A. LEONHARD RE CASE MANAGEMENT "MEET AND CONFER" (0.2); FOLLOW UP RE SAME (0.2).
MATZ TJ	01/11/06	0.70	PREPARATION FOR JAN. 13 HEARING AND CORRESPONDENCE RE SAME (0.7).
MATZ TJ	01/12/06	1.20	WORKING ON WILMINGTON TRUST PROTECTION ORDER AND ISSUANCE THEREOF (0.6); TELECONFERENCE WITH CHAMBERS RE PRESENTMENTS (0.2); FOLLOW UP WORK RE CASE MANAGEMENT ORDER, "MEET AND CONFER," AND NOTICE COMMITTEE MATTERS (0.4).
MATZ TJ	01/15/06	1.20	REVIEW CORRESPONDENCE (1.2).
MATZ TJ	01/17/06	1.10	PARTICIPATE IN ASSOCIATE STATUS TELECONFERENCE (0.8); FOLLOW UP WORK RE SAME (0.3).
MATZ TJ	01/18/06	2.30	TELECONFERENCES WITH CHAMBERS RE KECF AND APPALOOSA HEARING SCHEDULING (0.2); FOLLOW UP RE SAME AND CALENDARING MATTERS (0.4); FOLLOW UP RE OUTSTANDING ORDERS FROM JAN. 5 & 13 HEARINGS (0.6); REVISE PLEADINGS BACKGROUND (0.3); WORK ON DRAFT FEBRUARY 9 OMNIBUS HEARING AGENDA (0.4); FOLLOW UP RE STATUS OF VARIOUS MATTERS RE SAME (0.4).
MATZ TJ	01/19/06	0.70	COMPILING INFORMATION RE: OUTSTANDING ORDERS (0.5); WORKING ON SUMMARY THEREOF (0.2).
MATZ TJ	01/20/06	1.10	REVIEWING CORRESPONDENCE (0.8); TELECONFERENCE WITH CHAMBERS IN SCHEDULING MATTERS (0.3).
MATZ TJ	01/23/06	3.30	REVIEWING OUTSTANDING CORRESPONDENCE AND INFORMATION REQUESTS (2.0); PARTICIPATE IN WEEKLY STATUS AND UPDATE TELECONFERENCE (0.8); FOLLOW UP WORK RE SAME AND COURT SCHEDULING (0.5).
MATZ TJ	01/25/06	2.60	REVIEWING CORRESPONDENCE RE SCHEDULING MATTERS FOR COURT (0.6); FOLLOW UP WORK RE SAME (0.8); WORK ON CASE MANAGEMENT "MEET AND CONFER" (0.3); WORK ON POSSIBLE REVISIONS TO CASE MANAGEMENT ORDER (0.6); REVIEW CORRESPONDENCE RE SAME (0.3).
MATZ TJ	01/26/06	0.50	REVIEW CORRESPONDENCE (0.5).
MATZ TJ	01/27/06	0.40	CONTINUING WORK RE CASE MANAGEMENT ORDER-POSSIBLE REVISIONS AND "MEET AND CONFER" (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	01/29/06	0.90	REVIEW CORRESPONDENCE (0.5); FOLLOW UP WORK RE OUTSTANDING MATTERS (0.4).
MATZ TJ	01/30/06	1.80	CONTINUING WORK ON COURT AGENDAS (0.2); REVIEW CORRESPONDENCE (0.8); PARTICIPATE IN WEEKLY ASSOCIATE STATUS UPDATE TELECONFERENCE RE ON GOING MATTERS (0.8).
MATZ TJ	01/31/06	0.40	FOLLOW UP WORK RE CASE MANAGEMENT, "MEET AND CONFER" AND MATERIALS FOR SAME (0.4).
		<b>46.00</b>	
<b>Total Counsel</b>		<b>46.00</b>	
DE ELIZALDE D	01/06/06	1.20	ANALYSIS OF PRECEDENT RE NOTICE OF WITHDRAWAL OF MOTION (1.2).
DE ELIZALDE D	01/11/06	1.80	UPDATING 2002 SERVICE LIST AND OVERSEEING COMPLETION OF LIST (1.8).
DE ELIZALDE D	01/12/06	0.70	DRAFTED NOTICE OF FILING OF AMENDED MASTER SERVICE LIST (0.7).
DE ELIZALDE D	01/17/06	1.50	REVIEWED WEB SITE'S DOCKET FOR COMPLETENESS AND CONFERENCE WITH KCC RE: SAME (1.5).
DE ELIZALDE D	01/18/06	0.80	SENT STIPULATION TO COURT FOR JUDGE'S SIGNATURE (0.8).
		<b>6.00</b>	
FERN BM	01/03/06	1.90	DRAFTED NEW SCRIPT RE CASE MANAGEMENT MOTION TO REFLECT STATUS OF MATTER (0.5); REVIEWED DOCKET FOR NEW PLEADINGS (0.2); ATTENTION TO DOCUMENTS IN PREPARATION FOR 1/5 HEARING (1.2).
FERN BM	01/04/06	2.40	REVIEWED DOCKET FOR NEW PLEADINGS (0.2); ATTENTION TO DOCUMENTS IN PREPARATION FOR 1/5 HEARING (2.2).
FERN BM	01/05/06	1.80	REVIEWED DOCKET FOR NEW PLEADINGS (0.2); REVISED TEMPLATE BACKGROUND SECTION (1.6).
FERN BM	01/06/06	1.70	RESEARCH RE CASE MANAGEMENT ORDER (0.6); UPDATED MEMO ON CASE MANAGEMENT ORDER (1.1).
FERN BM	01/08/06	1.60	REVISED MEMO RE PROPOSED CHANGES TO THE CASE MANAGEMENT ORDER (1.6).
FERN BM	01/09/06	1.20	REVIEWED DOCKET FOR NEW PLEADINGS (0.2); FORMULATE STRATEGY RE 2/9 HEARING (1.0).
FERN BM	01/10/06	0.60	REVIEWED DOCKET FOR NEW PLEADINGS (0.2); ADDITIONAL REVISIONS TO TEMPLATE BACKGROUND SECTION (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FERN BM	01/13/06	0.40	REVISED TEMPLATE BACKGROUND SECTION (0.2); REVIEWED DOCKET FOR NEW PLEADINGS (0.2).
FERN BM	01/16/06	0.20	REVIEWED DOCKET FOR NEW PLEADINGS (0.2).
FERN BM	01/17/06	1.00	REVIEWED DOCKET FOR NEW PLEADINGS (0.2); FORMULATE STRATEGY RE 2/9 HEARING (0.8).
FERN BM	01/18/06	0.90	REVIEWED DOCKET FOR NEW PLEADINGS (0.2); REVISED TEMPLATE BACKGROUND SECTION (0.7).
FERN BM	01/19/06	0.60	REVIEWED DOCKET FOR NEW PLEADINGS (0.2); ANALYZED ISSUES RE BACKGROUND SECTION TO PLEADINGS (0.4).
FERN BM	01/23/06	1.10	REVIEWED DOCKET FOR NEW PLEADINGS (0.2); FORMULATE STRATEGY RE 2/9 HEARING (0.9).
FERN BM	01/24/06	0.90	REVIEWED DOCKET FOR NEW PLEADINGS (0.2); REVIEWED AND REVISED TEMPLATE BACKGROUND SECTION (0.7).
FERN BM	01/27/06	0.70	REVIEWED DOCKET FOR NEW PLEADINGS (0.2); ANALYSIS OF ISSUES AND STATUS OF CASE MANAGEMENT MOTION (0.5).
		<b>17.00</b>	
HERRIOTT AV	01/03/06	5.90	REVIEW AND REVISE HEARING AGENDA (0.7); REVIEW AND REVISE PROFFERS AND OTHER HEARING MATERIALS (3.3); REVIEW AND REVISE TASK LIST FOR HEARING PREPARATION (1.3); UPDATE CASE CALENDAR (0.4); RESPOND TO COMMUNICATIONS FROM THE STATE OF GEORGIA RE SERVICE MATERIALS (0.2).
HERRIOTT AV	01/04/06	8.90	HEARING PREPARATION INCLUDING PREPARING, REVIEWING AND REVISING HEARING MATERIALS SUCH AS PROFFERS, SCRIPTS, AND ORDERS (8.9).
HERRIOTT AV	01/05/06	8.40	COMPLETE PREPARATIONS FOR THIRD OMNIBUS HEARING (2.1); ATTEND AND ASSIST WITH THIRD OMNIBUS HEARING (5.2); ADDRESS FOLLOW UP MATTER FROM HEARING (1.1).
HERRIOTT AV	01/06/06	3.90	REVIEW CASE CORRESPONDENCE (1.2); REVIEW AND REVISE TASK LIST (0.7); PARTICIPATE IN STRATEGY MEETING (0.9); UPDATE CASE ADMINISTRATION MATERIALS (1.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	01/09/06	6.20	REVIEW AND REVISE CASE ADMINISTRATION BINDER MATERIALS INCLUDING HEARING PLANNER, MOTION SUMMARY CHART, CASE CALENDAR, AND DOCKET (3.9); COMMUNICATE WITH COMPANY AND CONSULTANTS RE CASE ADMINISTRATION MATERIALS (0.4); REVIEW CORRESPONDENCE AND PREPARE RESPONSES (0.9); PARTICIPATE IN STRATEGY MEETING (1.0).
HERRIOTT AV	01/10/06	3.20	UPDATE CASE CALENDAR (0.6), HEARING PLANNER (0.5), AND OTHER CASE ADMINISTRATION MATERIALS (0.3); REVIEW AND REPLY TO CORRESPONDENCE (1.8).
HERRIOTT AV	01/11/06	0.90	REVIEW AND RESPOND TO CORRESPONDENCE (0.3); UPDATE WORKING GROUP LIST AND OTHER CASE ADMINISTRATION MATERIALS (0.4); RESPOND TO QUESTIONS RE FILING OF SCHEDULES AND STATEMENTS AND MOTIONS TO QUASH (0.2).
HERRIOTT AV	01/12/06	2.90	REVIEW AND RESPOND TO CORRESPONDENCE (1.2); UPDATE CASE ADMINISTRATION MATERIALS INCLUDING CASE CALENDAR (1.7).
HERRIOTT AV	01/13/06	0.10	RESPOND TO CORRESPONDENCE (0.1).
HERRIOTT AV	01/16/06	2.80	REVIEW AND REVISE CASE ADMINISTRATION MATERIALS INCLUDING CALENDAR, MOTIONS SUMMARY CHART AND HEARING PLANNER (2.8).
HERRIOTT AV	01/17/06	0.70	PREPARE FOR AND PARTICIPATE IN WORKING GROUP MEETING (0.7).
HERRIOTT AV	01/18/06	0.30	REPLY TO CORRESPONDENCE (0.3).
HERRIOTT AV	01/19/06	0.20	RESPOND TO CORRESPONDENCE (0.2).
HERRIOTT AV	01/20/06	0.50	UPDATE CASE ADMINISTRATION MATERIALS (0.2); RESPOND TO CORRESPONDENCE (0.3).
HERRIOTT AV	01/23/06	4.70	UPDATE CASE ADMINISTRATION MATERIALS INCLUDING HEARING PLANNER, CASE CALENDAR, AND MOTION SUMMARY CHART (3.9); PREPARE FOR AND PARTICIPATE IN WORKING GROUP MEETING (0.8).
HERRIOTT AV	01/25/06	0.40	REVIEW CORRESPONDENCE AND RESPOND (0.4).
HERRIOTT AV	01/26/06	0.20	RESPOND TO CASE CORRESPONDENCE (0.2).
HERRIOTT AV	01/27/06	0.30	RESPOND TO CASE CORRESPONDENCE AND HOTLINE MESSAGES (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	01/30/06	1.90	REVISE HEARING PLANNER, CASE CALENDAR, AND MOTION SUMMARY CHART (0.9); PARTICIPATE IN WORKING GROUP MEETING (0.7); REVIEW AND RESPOND TO CORRESPONDENCE (0.3).
HERRIOTT AV	01/31/06	0.60	REVIEW CORRESPONDENCE AND REPLY (0.6).
		<b>53.00</b>	
MEISLER RE	01/02/06	2.60	BEGAN PREPARING FOR JANUARY 5TH HEARING (0.4); CONFERENCE WITH M. MICHELI RE OUTSTANDING ITEMS (0.7); REVIEWED COMMITTEE'S OBJECTION TO THE CASE MANAGEMENT ORDER AND REVISED MEMO SUMMARIZING SAME (0.9); REVIEWED AND RESPONDED TO EMAIL CORRESPONDENCE (0.6).
MEISLER RE	01/03/06	5.40	CONTINUED GENERAL PREPARATION FOR JANUARY 5TH HEARING (1.3); TELECONFERENCE WITH H. BAER RE STATUS OF MATTERS UP FOR HEARING (0.2); REVIEWED AND COMMENTED ON HEARING AGENDA (1.3); TELECONFERENCE WITH K. CRAFT RE SAME (0.1); CONFERENCE WITH T. MATZ RE HEARING PREP (0.4); REVIEWED AND REVISED SCRIPTS AND PROFFERS (2.1).
MEISLER RE	01/04/06	10.10	CONTINUED GENERAL HEARING PREPARATIONS FOR JANUARY 5TH HEARING, INCLUDING REVIEW OF CLEANS AND BLACKLINES OF ORDERS TO BE SUBMITTED (1.8), REVIEW AND COMMENTED ON SCRIPTS AND PROFFERS (3.2), REVIEW OF EXHIBITS TO BE SUBMITTED IF NECESSARY (0.9); REVIEW OF SUPPORTING PLEADINGS (0.6); PARTICIPATED IN CONFERENCES WITH COMPANY RE STRATEGY AND PREPARATORY SESSIONS RE SAME (3.6).
MEISLER RE	01/05/06	8.50	CONTINUED HEARING PREPARATIONS (2.1); ATTENDED HEARING (5.5); ATTENDED TO POST HEARING MATTERS (0.9).
MEISLER RE	01/06/06	3.90	UPDATED TASK LIST (0.4); TELECONFERENCE WITH J. PAPELIAN RE SAME (0.3); CONFERENCE WITH R. REESE RE UPCOMING MATTERS (0.3); REVIEWED CORRESPONDENCE AND RESPONDED (2.9).
MEISLER RE	01/09/06	1.90	REVIEWED AND RESPONDED TO EMAIL CORRESPONDENCE (0.8); PARTICIPATED ON WEEKLY TELECONFERENCE (1.1).
MEISLER RE	01/10/06	1.80	REVIEWED AND RESPONDED TO EMAIL CORRESPONDENCE (1.8).
MEISLER RE	01/11/06	1.40	REVIEWED AND RESPONDED TO EMAIL CORRESPONDENCE (1.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	01/12/06	0.80	REVIEWED AND RESPONDED TO EMAIL CORRESPONDENCE (0.8).
MEISLER RE	01/13/06	0.50	REVIEWED AND RESPONDED TO EMAIL CORRESPONDENCE (0.5).
MEISLER RE	01/16/06	1.40	REVIEWED AND RESPONDED TO CORRESPONDENCE (1.4).
MEISLER RE	01/17/06	4.50	REVIEWED AND RESPONDED TO CORRESPONDENCE (0.8); CONFERENCE WITH T. MATZ RE TASKS (0.6); PREPARED FOR WEEKLY TELECONFERENCE (1.4); PARTICIPATED ON WEEKLY TELECONFERENCE (0.7); DRAFTED INTERNAL MEMO RE ACTION ITEMS (1.0).
MEISLER RE	01/18/06	0.70	TELECONFERENCE WITH S. CORCORAN RE GENERAL INQUIRIES (0.2); REVIEW EMAIL CORRESPONDENCE AND RESPONDED (0.5).
MEISLER RE	01/19/06	4.40	CONFERENCES WITH T. MATZ RE UPDATE (0.3, 0.1); REVIEWED CORRESPONDENCE AND RESPONDED (1.9); CONTINUED DRAFTING INTERNAL MEMO RE ACTION ITEMS (2.1).
MEISLER RE	01/20/06	0.60	CONFERENCE WITH J. LYONS RE STATUS UPDATE (0.4); ATTENTION TO OUTSTANDING ORDERS (0.2).
MEISLER RE	01/22/06	2.70	REVIEWED EMAIL CORRESPONDENCE AND RESPONDED (2.7).
MEISLER RE	01/23/06	4.20	REVIEWED AND RESPONDED TO CORRESPONDENCE (1.6); UPDATED TASK LIST (0.8); REVIEWED AND COMMENTED ON CASE CALENDAR (0.5); PREPARED FOR WEEKLY TELECONFERENCE RE ACTION ITEMS AHEAD (0.5); PARTICIPATED ON WEEKLY TELECONFERENCE RE ACTION ITEMS (0.7) AND FOLLOWED UP ON INQUIRIES (0.1).
MEISLER RE	01/24/06	0.90	REVIEWED AND RESPONDED TO CORRESPONDENCE (0.6); UPDATED TASK LIST (0.3).
MEISLER RE	01/25/06	0.70	REVIEWED AND RESPONDED TO CORRESPONDENCE (0.7).
MEISLER RE	01/26/06	0.90	REVIEWED AND RESPONDED TO CORRESPONDENCE (0.9).
MEISLER RE	01/29/06	2.40	REVIEWED CORRESPONDENCE AND RESPONDED (2.4).
MEISLER RE	01/30/06	2.70	UPDATED TASK LIST FOR OUTSTANDING ACTION ITEMS (0.8) AND PREPARED FOR WEEKLY TELECONFERENCE RE SAME (0.4); PARTICIPATED ON TELECONFERENCE RE SAME (0.7); RESPONDED TO FOLLOW UP INQUIRIES (0.3); REVIEWED AND RESPONDED TO CORRESPONDENCE (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	01/31/06	1.80	REVIEWED AND RESPONDED TO CORRESPONDENCE (1.8).
		<b>64.80</b>	
MICHELI MJ	01/02/06	3.20	BEGAN REVIEW OF CORRESPONDENCE RECEIVED IN CONNECTION WITH CASE STATUS (0.4); REVIEW DELPHI DOCKET RE NEW PLEADINGS (0.2); BEGAN REVIEW OF EMAIL AND MAIL CORRESPONDENCE (1.1); BEGAN REVIEW OF OPEN ITEMS TO BE COMPLETED FOR THE JANUARY OMNIBUS HEARING (1.2); BEGAN REVIEW OF AGENDA FOR JANUARY HEARING (0.3).
MICHELI MJ	01/03/06	0.90	BEGAN REVIEW OF UPDATED DOCKET FOR FILED MATTERS (0.5); BEGAN REVIEW OF ORDER FOR JANUARY OMNIBUS HEARING (0.4).
MICHELI MJ	01/04/06	5.90	BEGAN REVIEW AND REVISIONS TO ALL ORDERS IN PREPARATION FOR HEARING (1.5); CONTINUED REVIEW OF AGENDA AND MATTERS TO BE HEARD AT THE JANUARY 5, OMNIBUS HEARING (0.3); BEGAN REVIEW OF HEARING BINDER FOR JANUARY OMNIBUS HEARING DATE (0.5); REVIEW OF DOCKET FOR AND RESPONSES OR OBJECTIONS (0.5); REVIEW CORRESPONDENCE RE MATERIALS FILED ON DOCKET (0.3); BEGAN REVIEW OF ORDER BINDER FOR JANUARY OMNIBUS HEARING DATE (0.4); REVIEW OF PROFFER BINDER (0.4); FINALIZED ALL ORDERS FOR HEARING (1.1); FINALIZED HEARING PREPARATIONS (0.9).
MICHELI MJ	01/05/06	7.30	PREPARED MATERIALS FOR HEARING (1.2); ATTENDED HEARING (5.5); REVIEWED AND REVISED OTHER ORDERS TO BE SUBMITTED TO CHAMBERS (0.3); REVIEW ALL OPENS HEARING MATTERS TO BE COMPLETED (0.3).
MICHELI MJ	01/06/06	2.10	CONTINUED REVIEW OF ALL DELPHI CORRESPONDENCE RECEIVED (0.7); CONFERENCE WITH R. MEISLER RE OPEN ITEMS TO BE ADDRESSED IN HIS ABSENCE (1.0); REVIEW STATUS OF TASK LIST AND OPEN ITEMS (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	01/09/06	5.50	REVIEW AND ANALYSIS OF NEW CORRESPONDENCE MATERIALS RECEIVED (1.5); BEGAN REVISIONS TO THE CASE TASK LIST RE NEW CORRESPONDENCE MATERIALS RECEIVED (1.7); CORRESPONDENCE TO WORKING GROUP RE WEEKLY TELECONFERENCE (0.1); BEGAN REVIEW OF UPCOMING MOTIONS TO BE FILED FOR THE FEBRUARY OMNIBUS HEARING (0.3); BEGAN DRAFTING TASK LIST OF OPEN ITEMS TO BE COMPLETED FOR THE JANUARY 13TH HEARING DATE (1.0); WEEKLY WORKING GROUP TELECONFERENCE RE OPEN ITEMS AND STATUS (0.9).
MICHELI MJ	01/10/06	1.90	CONTINUED HEARING PREPARATION FOR JANUARY 13TH HEARING (1.2); TELECONFERENCE WITH T. MATZ RE SAME (0.1); ANALYSIS OF STATUS OF MOTIONS TO BE FILED FOR THE FEBRUARY OMNIBUS HEARING (0.1); REVIEW AND ANALYSIS OF NEW CORRESPONDENCE MATERIALS RECEIVED (0.5).
MICHELI MJ	01/11/06	4.40	REVIEW AND ANALYSIS OF NEW CORRESPONDENCE MATERIALS RECEIVED (0.8); REVIEW DOCKET UPDATE RE NEW MATERIALS FILED (0.1); BEGAN UPDATING TASK LIST OF OPEN ITEMS RE NEW PLEADINGS OR CORRESPONDENCE RECEIVED (0.4); TELECONFERENCE WITH T. MATZ RE PLEADINGS TO BE FILED FOR THE FEBRUARY OMNIBUS HEARING (0.2); REVIEW STATUS OF MOTIONS TO BE FILED FOR THE FEBRUARY OMNIBUS HEARING (0.4); CONTINUED REVISIONS TO BAR DATE MOTION (2.3); CONTINUED HEARING PREPARATION FOR JAN 13TH HEARING (0.2).
MICHELI MJ	01/12/06	2.20	REVIEW AND ANALYSIS OF NEW CORRESPONDENCE MATERIALS RECEIVED (0.3); BEGAN UPDATING TASK LIST OF OPEN ITEMS RE NEW PLEADINGS OR CORRESPONDENCE RECEIVED (0.5); TELECONFERENCE WITH T. MATZ RE PLEADINGS TO BE FILED FOR THE FEBRUARY OMNIBUS HEARING (0.1); CONTINUED HEARING PREPARATION FOR JAN 13TH HEARING (1.3).
MICHELI MJ	01/13/06	0.40	REVIEW AND ANALYSIS OF NEW CORRESPONDENCE MATERIALS RECEIVED (0.4).
MICHELI MJ	01/16/06	1.40	REVIEW AND ANALYSIS OF NEW CORRESPONDENCE MATERIALS RECEIVED (0.9); MEETING WITH R. MEISLER RE TASK LIST AND OPEN ITEMS TO BE COMPLETED (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	01/17/06	0.90	WEEKLY WORKING GROUP TELECONFERENCE RE OPEN ITEMS AND STATUS (0.7); REVIEW NEW PLEADINGS AND CORRESPONDENCE RECEIVED (0.2).
MICHELI MJ	01/18/06	0.10	REVIEW DELPHI DOCKET RE NEW PLEADINGS AND MATTERS (0.1).
MICHELI MJ	01/20/06	0.20	REVIEW DELPHI DOCKET (0.2).
MICHELI MJ	01/23/06	0.90	REVIEW OF DELPHI DOCKET UPDATE (0.2); WEEKLY WORKING GROUP TELECONFERENCE RE OPEN ITEMS AND STATUS (0.7).
MICHELI MJ	01/25/06	0.20	REVIEW AND ANALYSIS OF NEW CORRESPONDENCE MATERIALS RECEIVED (0.2).
MICHELI MJ	01/26/06	0.10	REVIEW DELPHI DOCKET UPDATE (0.1).
MICHELI MJ	01/30/06	0.90	REVIEW DELPHI DOCKET (0.2); WEEKLY WORKING GROUP TELECONFERENCE RE OPEN ITEMS AND STATUS (0.7).
		<b>38.50</b>	
REESE RG	01/06/06	0.60	REVIEW AND STRATEGIZE RE CASE MANAGEMENT ISSUES (0.6).
REESE RG	01/09/06	1.80	CASE STRATEGY TELECONFERENCES (1.3); PREPARATIONS FOR SAME (0.5).
REESE RG	01/17/06	0.80	PARTICIPATE IN CASE ADMINISTRATION MEETING (0.8).
REESE RG	01/23/06	0.70	TELECONFERENCE RE CASE STRATEGY (0.7).
REESE RG	01/30/06	0.70	PARTICIPATE IN STRATEGY TELECONFERENCE (0.7).
REESE RG	01/31/06	1.90	RESPOND TO LEGAL HOTLINE CORRESPONDENCE (1.2); REVIEW AND ASSIGN SAME (0.7).
		<b>6.50</b>	
STUART NL	01/03/06	0.10	REVIEW CASE CALENDAR AND DUE DATES FOR JAN. 3 (0.1).
STUART NL	01/09/06	3.00	REVIEW DOCKET AND DISTRIBUTIONS (0.5); REVIEW VARIOUS CORRESPONDENCE (0.8); INTERNAL MEETING RE TASK LIST (0.6); WEEKLY STRATEGY CONFERENCE TELECONFERENCE (1.1).
STUART NL	01/10/06	0.60	REVIEW AND DISTRIBUTE PLEADINGS AND CORRESPONDENCE (0.6).
STUART NL	01/11/06	0.60	REVIEW CORRESPONDENCE AND DISTRIBUTE PLEADINGS (0.6).
STUART NL	01/12/06	0.60	REVIEW CORRESPONDENCE AND DISTRIBUTE PLEADINGS (0.6).

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STUART NL	01/13/06	0.60	REVIEW CORRESPONDENCE AND DISTRIBUTE PLEADINGS (0.6).
STUART NL	01/17/06	0.60	WEEKLY STRATEGY TELECONFERENCE (0.6).
STUART NL	01/18/06	1.30	REVIEW PLEADINGS DISTRIBUTION AND DOCKET (0.2); REVIEW FILE ON UCC'S MOTION TO AMEND CASE MANAGEMENT ORDER (0.6); REVIEW AND REVISE RESPONSE (0.5).
STUART NL	01/23/06	0.70	WEEKLY CASE STRATEGY TELECONFERENCE (0.7).
STUART NL	01/30/06	0.70	WEEKLY CASE ADMINISTRATION TELECONFERENCE (0.7).
		8.80	
TOUSSI S	01/03/06	0.70	UPDATE PROFFERS RE 1/5/06 HEARING (0.7).
TOUSSI S	01/04/06	1.50	REVIEW AGENDA AND ADDRESS ISSUES RE SAME (0.5); CORRESPONDENCE RE VARIOUS PENDING MATTERS UP FOR 1/5/06 HEARING (0.6); ADDRESS ISSUES RE UPCOMING HEARING (0.4).
TOUSSI S	01/05/06	1.20	ADDRESS OMNIBUS HEARING ISSUES (1.2).
TOUSSI S	01/11/06	1.40	REVIEW TRANSCRIPT FROM 1/5/06 OMNIBUS HEARING (1.4).
TOUSSI S	01/17/06	0.70	ADDRESS VARIOUS MATTERS UP FOR HEARING ON 2/9, INCLUDING EQUITY COMMITTEE AND SETOFF MATTERS (0.7).
TOUSSI S	01/23/06	2.70	PREPARE FOR TEAM MEETING RE STATUS OF BANKRUPTCY CASE AND REVIEW STATUS CHART (0.7); MEETING RE STATUS (0.8); FOLLOW UP ISSUES RE VARIOUS MATTERS, INCLUDING CONTESTED MOTIONS, CASE MANAGEMENT PROCEDURES AND LOSS CONTRACT MOTION (1.2).
TOUSSI S	01/24/06	2.00	ADDRESS ISSUES RE MOTIONS TO AMEND CASE/MANAGEMENT ORDER (0.7); INTERNAL MEETING TO DISCUSS SAME IN CONNECTION WITH MEET AND CONFER FOR CASE MANAGEMENT ORDER (0.5); REVIEW VARIOUS MOTIONS/PROPOSED ORDERS TO COMPARE SAME (0.8).
TOUSSI S	01/25/06	4.60	ADDRESS VARIOUS MOTIONS FOR 2/9 OMNIBUS HEARING, ADDRESS ISSUES RE SAME (1.2); ADDRESS ISSUES RE MOTION TO MODIFY CASE MANAGEMENT ORDER (1.0); MEETING TO DISCUSS SAME (1.0); EDIT MEMO FOR MEET AND CONFER ON CASE MANAGEMENT ORDER (0.6); REVIEW CES ORDER AND ADDRESS ISSUES RE SAME IN CONNECTION WITH 1/31 DEADLINE (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	01/26/06	0.50	EDIT MEMO RE MOTION ON AMENDING CASE MANAGEMENT ORDER (0.5).
TOUSSI S	01/30/06	2.30	TEAM MEETING TO DISCUSS STATUS OF PENDING MOTIONS/MATTERS (0.8); FOLLOWUP ISSUES RE VARIOUS MOTIONS FOR 2/9 OMNIBUS HEARING (0.5); REVIEW NOTICE PROVISIONS RELATED TO CEC ORDER AND PAYMENT OF CURE AMOUNT (1.0).
TOUSSI S	01/31/06	1.00	ADDRESS ISSUES RE VARIOUS MOTIONS SET FOR 2/9 OMNIBUS HEARING DATE (1.0).
		<b>18.60</b>	
ZALTZMAN H*	01/04/06	1.60	DEAL WITH GENERAL ADMIN ISSUES RE PREP FOR TOMORROW'S OMNIBUS HEARING (1.6).
ZALTZMAN H*	01/05/06	1.30	ORGANIZE FOR 2ND OMNIBUS HEARING (0.5); FIND 2ND AMENDMENT CASE MANAGEMENT ORDER IN ORDER TO PERFORM BLACKLINE WITH DELPHI ORDER AND ANALYZE (0.8).
ZALTZMAN H*	01/09/06	0.20	REVIEW DELPHI DOCKET FOR THE DAY (0.2).
ZALTZMAN H*	01/10/06	0.40	REVIEW DELPHI DOCKET (0.4).
ZALTZMAN H*	01/12/06	0.20	REVIEW DELPHI DOCKET AND REVIEW OF ENTRY 1794 (0.2).
ZALTZMAN H*	01/16/06	0.20	REVIEW DELPHI COURT DOCKET (0.2).
ZALTZMAN H*	01/17/06	1.30	REVIEW DELPHI-RELATED MAIL AND CORRESPONDENCES (0.2); REVIEW DELPHI DOCKET (0.1); PREPARE FOR AND ATTEND WEEKLY ASSOCIATE'S TELECONFERENCE (1.0).
ZALTZMAN H*	01/23/06	1.00	ATTEND WEEKLY TEAM MEETING AND PREP FOR MEETING (1.0).
ZALTZMAN H*	01/30/06	1.20	PREPARE FOR AND ATTEND WEEKLY TEAM MEETING (1.2).
		<b>7.40</b>	
ZIEGLER VE	01/17/06	1.00	PREPARE FOR AND ATTEND WEEKLY STATUS TELECONFERENCE (1.0).
		<b>1.00</b>	
<b>Total Associate/Law Clerk</b>		<b>221.60</b>	
DEMMA J	01/03/06	6.10	UPDATE CORRESPONDENCE FILE (1.6); UPDATE DELPHI TEAM MANAGEMENT PRESENTATION MATERIALS (1.3); PREPARE MATERIALS FOR JANUARY 5, 2005 OMNIBUS HEARING (1.6); PREPARE MATERIALS FOR ATTORNEY REVIEW (1.6).
DEMMA J	01/04/06	2.60	UPDATE CORRESPONDENCE FILES (2.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DEMMA J	01/05/06	8.00	ASSEMBLE/UPDATE CORRESPONDENCE FILES (8.0).
DEMMA J	01/09/06	7.40	UPDATE PLEADING DOCKET (0.6); UPDATE CORRESPONDENCE FILE (2.1); PREPARE/DISTRIBUTE CASE ADMINISTRATION MATERIALS TO VARIOUS PARTIES (3.6); ATTEND TO PLANNING AND ADMINISTRATION OF BANKRUPTCY (1.1).
DEMMA J	01/10/06	6.10	PREPARE MATERIALS FOR ATTORNEY REVIEW (1.6); UPDATE/DISTRIBUTE CASE ADMINISTRATION MATERIALS (3.4); UPDATE CORRESPONDENCE FILES (1.1).
DEMMA J	01/11/06	7.80	UPDATE CASE ADMINISTRATION MATERIALS (0.7); UPDATE CORRESPONDENCE FILES (5.1); UPDATE PLEADINGS DOCKET (0.6); UPDATE DUE DILIGENCE FILES (0.6); PREPARE MATERIALS FOR ATTORNEY USE (0.8).
DEMMA J	01/12/06	6.60	UPDATE CORRESPONDENCE FILES (0.6); UPDATE CASE CALENDAR FOR CASE ADMINISTRATION MATERIALS (4.3); UPDATE DUE DILIGENCE FILES (0.6); PREPARE/DISTRIBUTE CASE ADMINISTRATION MATERIALS TO VARIOUS PARTIES (1.1).
DEMMA J	01/13/06	2.30	PREPARE/DISTRIBUTE DELPHI TEAM MANAGEMENT MATERIALS (1.6); UPDATE PLEADINGS FILES (0.7).
DEMMA J	01/16/06	5.60	UPDATE PLEADINGS DOCKET (0.6); UPDATE/DISTRIBUTE CASE ADMINISTRATION MATERIALS (3.7); ORGANIZE PLEADINGS/CORRESPONDENCE IN CONCORDANCE ELECTRONIC REFERENCE DATABASE (0.7); PREPARE/UPDATE DELPHI TEAM MANAGEMENT MATERIALS FOR ATTORNEY USE (0.6).
DEMMA J	01/17/06	1.80	UPDATE CORRESPONDENCE FILE (0.6); ATTEND TO PLANNING AND ADMINISTRATION OF BANKRUPTCY (0.6); UPDATE DTM MATERIALS FOR ATTORNEY USE (0.6).
DEMMA J	01/18/06	6.30	UPDATE DELPHI TEAM MANAGEMENT MATERIALS FOR ATTORNEY USE (0.7); ORGANIZE PLEADINGS/CORRESPONDENCE IN CONCORDANCE ELECTRONIC REFERENCE DATABASE (5.6).
DEMMA J	01/20/06	6.10	ORGANIZE PLEADINGS/CORRESPONDENCE ON CONCORDANCE ELECTRONIC REFERENCE DATABASE (6.1).
DEMMA J	01/23/06	6.30	UPDATE PLEADINGS DOCKET (0.6); UPDATE CORRESPONDENCE FILES (1.2); PREPARE/DISTRIBUTE MATERIALS RE CASE ADMINISTRATION FOR ATTORNEY USE (3.9); ATTEND TO PLANNING AND ADMINISTRATION OF BANKRUPTCY (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DEMMA J	01/24/06	6.80	UPDATE CORRESPONDENCE FILES (5.1); PREPARE MATERIALS FOR ATTORNEY REVIEW (0.6); UPDATE CASE ADMINISTRATION MATERIALS FOR ATTORNEY USE (1.1).
DEMMA J	01/30/06	10.20	ORGANIZE CORRESPONDENCE IN CONCORDANCE ELECTRONIC REFERENCE DATABASE (4.6); ORGANIZE/UPDATE DUE DILIGENCE FILES (0.6); UPDATE PLEADING INDEX (0.6); UPDATE/DISTRIBUTE CASE ADMINISTRATION MATERIALS FOR ATTORNEY USE (4.4).
		<b>90.00</b>	
NOWICKI JA	01/03/06	13.90	PREPARE CASE LAW MATERIAL FOR JANUARY 5TH, 2005 OMNIBUS HEARING (13.9).
NOWICKI JA	01/23/06	1.30	ATTENTION TO PREPARING DOCUMENTS FOR ATTORNEY REVIEW (1.3).
		<b>15.20</b>	
SALAZAR AG	01/03/06	0.40	REVIEW MAIL (0.2); PREPARE FOR HEARING (0.2).
SALAZAR AG	01/04/06	14.10	PREPARE DOCUMENTS FOR DELIVERY TO THE US TRUSTEE (0.2); COLLECT ORDER AND BLACKLINES FOR HEARING AND DISTRIBUTION TO THE TRUSTEE AND COURT (2.4); ORGANIZE AGENDA AND PREPARE FOR FILING (0.8); FINALIZE AND ELECTRONICALLY FILE THE HEARING AGENDA (0.7); RESPOND TO REQUESTS FOR DOCUMENTS (0.4); PREPARE DOCUMENTS FOR HEARING (9.6).
SALAZAR AG	01/05/06	9.40	RESPOND TO LAST MINUTE REQUESTS RE HEARING PREP (1.3); ATTEND OMNIBUS HEARING (7.0); COORDINATE WITH KCC FOR SERVICE OF PLEADINGS (0.5); EDIT AND REVISE ORDERS AND SUBMIT TO CHAMBERS (0.6).
SALAZAR AG	01/06/06	1.20	COORDINATE WITH UMICORE COUNSEL TO SUBMIT REVISIONS OF ORDER TO COURT (0.6); UPDATE DTM PRESENTATION BINDER (0.3); DISTRIBUTE HEARING TRANSCRIPT TO ALL WORKING GROUPS (0.3).
SALAZAR AG	01/09/06	4.90	PREPARE DOCUMENTS FOR SUBMISSION TO DATABASE (2.0); RESPOND TO REQUEST FOR CORRESPONDENCE RECEIVED BY OUTSIDE COUNSEL (0.5); DISTRIBUTE HEARING TRANSCRIPT (0.2); SEARCH FOR AND SEND TEMPLATE OF PETITION AS REQUESTED (0.3); WEEKLY TEAM TELECONFERENCE (1.1); UPDATE HEARING AGENDAS (0.8).
SALAZAR AG	01/11/06	2.30	RESPOND TO REQUEST FOR SEARCH OF MAJOR CASES FOR PRECEDENT MOTIONS (2.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	01/12/06	10.60	RESPOND TO REQUEST FOR DOCUMENT (0.3); PREPARE AND ELECTRONICALLY FILE RESPONSES FOR HEARING (0.8); PREPARE DOCUMENTS FOR UPLOAD IN DATABASE (5.0); PREPARE DOCUMENTS AND MATERIALS FOR HEARING (4.5).
SALAZAR AG	01/13/06	8.80	FINALIZE PREPARATIONS FOR HEARING (1.5); ATTEND HEARING (7.0); SEND REVISED FORM OF ORDER TO CHAMBERS FOR ENTRY (0.2); PREPARE AND SUBMIT DOCUMENTS FOR UPLOAD IN DATABASE (0.1).
SALAZAR AG	01/16/06	1.90	REVIEW CORRESPONDENCE (0.2); REVIEW DOCKET AND UPDATE AGENDA (1.5); SUBMIT REQUEST FOR TRANSCRIPT (0.2).
SALAZAR AG	01/17/06	1.50	COORDINATE WITH VERITEXT FOR FINAL DRAFT OF TRANSCRIPT (0.2); UPDATE AGENDA (0.5); PARTICIPATE IN TEAM TELECONFERENCE (0.8).
SALAZAR AG	01/18/06	6.60	REVIEW DOCKET AND UPDATE AGENDA WITH NEW PLEADINGS FILED (0.8); CREATE CHART OF OUTSTANDING ORDERS NOT YET FINALIZED OR DOCKETED (2.2); ORGANIZE FILES (0.3); PREPARE AND SUBMIT DOCUMENTS FOR UPLOAD IN CASE DATABASE (2.3); REVIEW DRAFT TRANSCRIPTS AND DISTRIBUTE TO TEAM (1.0).
SALAZAR AG	01/19/06	2.00	UPDATE DTM PRESENTATION BINDER (0.4); REVIEW CORRESPONDENCE RECEIVED (0.3); ORGANIZE CASE ROOM AND REQUEST BAR-CODED CONTAINERS FOR FILES (0.8); ORGANIZE BINDER FOR UPCOMING OMNIBUS HEARING (0.5).
SALAZAR AG	01/20/06	1.00	DRAFT CHART OF OUTSTANDING ORDERS AND DISTRIBUTE ALONG WITH FINAL FORM OF ORDERS (1.0).
SALAZAR AG	01/23/06	4.30	SEARCH DOCKETS FOR PRECEDENT PLEADINGS (0.8); PARTICIPATE IN TELECONFERENCE (0.8); UPDATE HEARING AGENDA (0.8); PREPARE COPIES OF TRANSCRIPTS AND DISTRIBUTE TO CLIENT (0.8); REVIEW CORRESPONDENCE (0.4); RESPOND TO REQUESTS FOR TRANSCRIPTS (0.6); SEND FORM OF PLEADINGS TO CHAMBERS (0.1).
SALAZAR AG	01/24/06	0.40	HANDLE REQUEST MADE IN REFERENCE TO SIGNED ORDER (0.4).
SALAZAR AG	01/25/06	4.30	COLLECT AND PRODUCE RELEVANT MATERIALS FOR MEETING (0.8); RESPOND TO REQUEST FOR TRANSCRIPTS (0.2); SUBMIT REQUEST FOR TRANSCRIPT (0.2); GATHER AND PRODUCE RELEVANT DOCUMENTS FOR CASE MANAGEMENT MEETING (2.8); DRAFT FORM OF ORDER (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	01/26/06	2.40	REVIEW CORRESPONDENCE (0.4); UPDATE AGENDA PURSUANT TO CHANGES ON THE DOCKET (0.8); SEND FORM OF PROPOSED ORDER TO CHAMBERS (0.2); DISTRIBUTE REQUESTED TRANSCRIPT TO ATTORNEY (0.2); PREPARE AND SUBMIT DOCUMENTS FOR UPLOAD IN DATABASE (0.8).
SALAZAR AG	01/27/06	1.20	PREPARE AND ELECTRONICALLY FILE AFFIDAVIT OF OCP (0.5); REVIEW LIEN CORRESPONDENCE WITH ATTY (0.2); REVIEW CORRESPONDENCE RECEIVED (0.5).
SALAZAR AG	01/30/06	3.50	PREPARE AND ELECTRONICALLY FILE PLEADINGS (1.0); REVIEW AND UPDATE HEARING AGENDA (0.2); PARTICIPATE IN TELECONFERENCE (1.3); SEND COURTESY COPIES TO CHAMBERS (0.8); REVIEW CORRESPONDENCE (0.2).
SALAZAR AG	01/31/06	1.90	RESPOND TO REQUESTS FOR DOCUMENTS (0.2); REVISE HEARING AGENDA (1.5); REVIEW DOCUMENTS FOR UPLOAD IN DATABASE (0.2).
		<b>82.70</b>	
ZSOLDOS AF	01/03/06	10.70	PREPARE TOWER AUTO DOCKET UPDATE (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE (0.2); PREPARE DELPHI DOCKET UPDATE (0.3); PREPARE COURTESY COPIES TO SEND TO COURT (0.3); PREPARE LETTER TO SDNY DOCKET EDITOR RE ENTRIES SUBMITTED ERRONEOUSLY (0.2); COORDINATE UPDATING THE DOCKET WITH THE COURT (0.6); ELECTRONICALLY FILE NOTICE OF REVISED HEARING RE DELOITTE & TOUCHE DISCOVERY (0.4); UPDATE AGENDA (2.2); UPDATE MOTION SUMMARY CHART (1.7); UPDATE HEARING BINDERS (4.0); COORDINATE LOGISTICS FOR HEARING, AND COORDINATE CERTIFICATE OF SERVICE BINDERS WITH KCC (0.6).
ZSOLDOS AF	01/04/06	16.30	PREPARE TOWER AUTO DOCKET UPDATE (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE (0.2); PREPARE DELPHI DOCKET UPDATE (0.2); COORDINATE COURTESY COPIES TO COURT (0.7); COORDINATE LOGISTICS FOR HEARING (0.4); RESEARCH PRECEDENT FOR D. DE ELIZALDE RE NOTICE OF OMNIBUS HEARING (0.4); CREATE BINDER RE DELOITTE & TOUCHE (2.0); FINAL PREPARATION FOR HEARING, INCLUDING: UPDATING AND FINALIZING HEARING BINDER, CREATING PROFFER BINDER, AND FINALIZING AND COORDINATING PRODUCTION OF ALL (12.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	01/05/06	9.10	FINAL PREPARATION FOR HEARING, INCLUDING FINALIZATION AND DISTRIBUTION OF BINDERS (1.2); ATTENDANCE AND ASSISTANCE AT HEARING (6.5); ORGANIZE FILES AFTER HEARING (1.4).
ZSOLDOS AF	01/06/06	2.10	PREPARE TOWER AUTO DOCKET UPDATE (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE (0.2); PREPARE DELPHI DOCKET UPDATE (0.2); DOCUMENTS FROM DOCKET (0.7); PRINT ALL NEWLY FILED DOCUMENTS FROM DOCKET FOR RECORDS (0.8).
ZSOLDOS AF	01/09/06	6.20	PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); UPDATE MOTION SUMMARY CHART (1.5); CHECK FOR ORDERS ENTERED AND RESOLVE THOSE STILL OUTSTANDING (0.6); PARTICIPATE IN WEEKLY TELECONFERENCE (1.0); UPDATE CASE ADMINISTRATION BINDERS FOR THE GROUP (2.1).
ZSOLDOS AF	01/10/06	1.40	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); UPDATE CASE ADMINISTRATION BINDERS AND DISTRIBUTE TO TEAM (0.6); CHECK FOR ORDERS ENTERED ON DELPHI DOCKET VS. AGENDA (0.2).
ZSOLDOS AF	01/11/06	2.30	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); CREATE CHART OF CASE NO., NAMES, TAX ID NUMBERS, AND ADDRESSES OF ALL DELPHI CHAPTER 11 DEBTORS (1.3); COORDINATE PREPARATION FOR HEARING WITH ATTORNEYS (0.4).
ZSOLDOS AF	01/12/06	7.00	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); UPDATE CHART OF DELPHI ENTITIES FILING FOR BANKRUPTCY (1.3); PRECEDENT RESEARCH RE ORDER TO SHOW CAUSE AND UNDERLYING MATERIALS (0.7); VARIOUS MATTERS IN PREPARATION FOR HEARING, INCLUDING: UPDATING BINDERS, CORRESPONDENCE WITH ATTORNEYS, AND DOCKET PULLS (4.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	01/13/06	9.50	FINAL PREPARATION FOR HEARING (0.9); ATTEND HEARING AND ASSIST ATTORNEYS THROUGHOUT (8.6).
ZSOLDOS AF	01/15/06	0.60	UPDATE MOTION SUMMARY CHART (0.6).
ZSOLDOS AF	01/16/06	2.60	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); UPDATE MOTION SUMMARY CHART (0.4); DOCKET PULLS (0.3); TELECONFERENCE WITH PROFESSIONALS FOR EMAIL ADDRESSES FOR PROPER SERVICE RE 2002 LIST (1.3).
ZSOLDOS AF	01/17/06	4.10	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); UPDATE CASE ADMINISTRATION BINDERS (1.4); UPDATE MOTION SUMMARY CHART (0.3); TELECONFERENCE WITH COUNSELS RE ELECTRONIC SERVICE ON 2002 LIST (0.8); PREPARE FOR AND PARTICIPATE IN WEEKLY TELECONFERENCE (1.0).
ZSOLDOS AF	01/18/06	2.60	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); COORDINATE WITH MANAGING LAW CLERKS RE ORDERING ORDERS FROM COURT, INCLUDING CORRESPONDENCE AND TIME SPENT VERIFYING CASE INFORMATION (0.7); DOCKET PULLS (0.7); TELECONFERENCE WITH COUNSELS RE 2002 SERVICE LIST ELECTRONIC NOTIFICATION (0.6)
ZSOLDOS AF	01/19/06	2.00	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); DOCKET PULLS (0.2); UPDATE MASTER LIST (0.4); REVIEW NEW PLEADINGS FOR INCLUSION IN MOTION SUMMARY CHART (0.8).
ZSOLDOS AF	01/20/06	1.10	PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); UPDATE MOTION SUMMARY CHART (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	01/23/06	7.70	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.3); UPDATE MOTION SUMMARY CHART FOR INCLUSION IN CASE ADMINISTRATION BINDER (2.4); DOCKET PULLS (0.6); TELECONFERENCE WITH PROFESSIONALS RE 2002 EMAIL SERVICE LIST (0.7); UPDATE NEW ENTITIES ON MASTER LIST (0.4); UPDATE CASE ADMINISTRATION BINDERS (1.9); DELPHI WEEKLY CASE TELECONFERENCE (1.0).
ZSOLDOS AF	01/24/06	5.80	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.3); UPDATE CASE ADMINISTRATION BINDERS (0.3); DOCKET PULLS (0.2); CHECK MASTER SERVICE LIST AND 2002 LIST (4.6).
ZSOLDOS AF	01/25/06	1.20	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); CHECK UTILITIES ORDERS IN MAJOR SDNY CASES FOR DOCUMENTS SERVED ON PO BOX ADDRESSES (0.6).
ZSOLDOS AF	01/26/06	1.00	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); DOCKET PULLS (0.4).
ZSOLDOS AF	01/27/06	0.80	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.4).
ZSOLDOS AF	01/30/06	3.50	PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.3); UPDATE MOTION SUMMARY CHART (1.2); PARTICIPATE IN WEEKLY STATUS TELECONFERENCE (0.8); TELECONFERENCE WITH PROFESSIONALS RE: 2002 SERVICE LIST (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	01/31/06	3.50	PREPARE DELPHI DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE TOWER AUTO DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); PREPARE COLLINS & AIKMAN DOCKET UPDATE FOR ATTORNEY REVIEW (0.2); UPDATE 2002 SERVICE LIST (0.7); UPDATE CASE ADMINISTRATION BINDERS (1.6); DOCKET PULLS (0.6).
		101.10	
<b>Total Legal Assistant</b>		<b>289.00</b>	
NEGRON AM	01/04/06	3.30	UPDATE PLEADINGS INDEX (0.9); UPDATE SERVICE LIST (0.9); REVIEW AND UPDATE PLEADINGS AND PREPARE SUCH DOCUMENTS FOR OUR ON-SITE PLEADINGS FILES (0.7) AND UPDATE CASE ADMINISTRATION BINDERS (0.8).
NEGRON AM	01/05/06	0.80	UPDATE PLEADINGS INDEX (0.8).
NEGRON AM	01/06/06	1.70	UPDATE PLEADINGS INDEX (0.9); UPDATE SERVICE LIST (0.8).
NEGRON AM	01/16/06	2.30	UPDATE PLEADINGS INDEX (1.1); REVIEW AND INDEX PLEADINGS AND PREPARE SUCH DOCUMENTS (0.7) AND UPDATE 2002 SERVICE LIST (0.5).
NEGRON AM	01/17/06	3.20	UPDATE PLEADINGS INDEX (1.4); UPDATE SERVICE LIST (0.9) AND REVIEW AND INDEX PLEADINGS AND PREPARE SUCH DOCUMENTS (0.9).
NEGRON AM	01/20/06	4.80	UPDATE PLEADINGS INDEX (0.7); UPDATE ORDER BINDER INDEX (0.7); DOWNLOAD ORDERS (1.9); UPDATE 2002 SERVICE LIST (0.9) AND UPDATE ORDERS BINDER (0.6).
NEGRON AM	01/24/06	2.80	UPDATE PLEADINGS INDEX (0.6); UPDATE 2002 SERVICE LIST (0.6) AND UPDATE ORDERS BINDER (1.6).
NEGRON AM	01/25/06	2.40	UPDATE PLEADINGS INDEX (0.9); UPDATE 2002 SERVICE LIST (0.6); REVIEW AND INDEX PLEADINGS (0.9).
NEGRON AM	01/26/06	2.50	UPDATE PLEADINGS INDEX (0.9); UPDATE 2002 SERVICE LIST (0.6); DOWNLOAD PLEADINGS (0.4) REVIEW AND INDEX PLEADINGS AND PREPARE SUCH DOCUMENTS (0.6).
NEGRON AM	01/27/06	2.20	UPDATE PLEADINGS INDEX (0.6); UPDATE 2002 SERVICE LIST (0.8) AND REVIEW AND INDEX PLEADINGS AND PREPARE SUCH DOCUMENTS (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

NEGRON AM	01/31/06	1.90	UPDATE PLEADINGS INDEX (0.9); UPDATE 2002 SERVICE LIST (0.4); REVIEW AND INDEX PLEADINGS AND PREPARE SUCH DOCUMENTS (0.6).
		<b>27.90</b>	
WORSHECK TM	01/03/06	3.40	DOWNLOAD PLEADINGS (0.8); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (2.6).
WORSCHECK TM	01/04/06	4.20	DOWNLOAD PLEADINGS (0.9); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (3.3).
WORSCHECK TM	01/05/06	1.60	DOWNLOAD PLEADINGS (0.4); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (1.2).
WORSCHECK TM	01/06/06	3.60	DOWNLOAD PLEADINGS (1.2); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (2.4).
WORSCHECK TM	01/09/06	0.90	DOWNLOAD PLEADINGS (0.3); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (0.6).
WORSCHECK TM	01/10/06	5.90	PREPARE MATERIALS FOR ATTORNEY REVIEW (2.1); DOWNLOAD PLEADINGS (1.2); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (2.6).
WORSCHECK TM	01/11/06	3.40	DOWNLOAD PLEADINGS (0.8); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (2.6).
WORSCHECK TM	01/12/06	1.10	DOWNLOAD PLEADINGS (0.8); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (0.3).
WORSCHECK TM	01/13/06	2.10	DOWNLOAD PLEADINGS (0.7); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (1.4).
WORSCHECK TM	01/17/06	1.80	DOWNLOAD PLEADINGS (0.4); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (1.4).
WORSCHECK TM	01/18/06	1.40	DOWNLOAD PLEADINGS (0.3); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (1.1).
WORSCHECK TM	01/19/06	1.60	DOWNLOAD PLEADINGS (0.4); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (1.2).
WORSCHECK TM	01/20/06	1.80	DOWNLOAD PLEADINGS (0.4); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (1.4).
WORSCHECK TM	01/23/06	1.80	DOWNLOAD PLEADINGS (0.4); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (1.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WORSHECK TM	01/24/06	1.90	DOWNLOAD PLEADINGS (0.3); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (1.6).
WORSCHECK TM	01/25/06	1.10	DOWNLOAD PLEADINGS (0.3); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (0.8).
WORSCHECK TM	01/27/06	0.80	DOWNLOAD PLEADINGS (0.2); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (0.6).
WORSCHECK TM	01/30/06	1.80	DOWNLOAD PLEADINGS (0.4); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (1.4).
WORSCHECK TM	01/31/06	1.60	DOWNLOAD PLEADINGS (0.3); REVIEW AND INDEX PLEADINGS FOR PLEADINGS BINDERS (1.3).
		<b>41.80</b>	
<b>Total Legal Assistant Support</b>		<b>69.70</b>	
<b>TOTAL TIME</b>		<b><u>681.90</u></b>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Case Administration**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	12/09/05	Herriott AV	-115.19
Air/Rail Travel - vendor feed	12/09/05	Meisler RE	-120.19
Air/Rail Travel - vendor feed	12/15/05	Lyons JK	-370.99
Air/Rail Travel - vendor feed	01/02/06	Meisler RE	802.24
Air/Rail Travel - vendor feed	01/02/06	Reese RG	-75.29
Air/Rail Travel - vendor feed	01/02/06	Reese RG	491.39
Air/Rail Travel - vendor feed	01/03/06	Herriott AV	901.74
Air/Rail Travel - vendor feed	01/05/06	Herriott AV	405.76
Air/Rail Travel - vendor feed	01/05/06	Meisler RE	405.76
Air/Rail Travel - vendor feed	01/05/06	Meisler RE	377.97
Air/Rail Travel - vendor feed	01/05/06	Meisler RE	-377.97
Air/Rail Travel - vendor feed	01/05/06	Herriott AV	-405.76
Air/Rail Travel - vendor feed	01/06/06	Herriott AV	422.97
Air/Rail Travel - vendor feed	01/06/06	Meisler RE	377.97
Air/Rail Travel - vendor feed	01/06/06	Meisler RE	-377.97
Air/Rail Travel - vendor feed	01/06/06	Reese RG	120.29
Air/Rail Travel - vendor feed	01/06/06	Reese RG	-120.29
Air/Rail Travel - vendor feed	01/06/06	Herriott AV	-377.97
Air/Rail Travel - vendor feed	01/09/06	Lyons JK	805.79
Air/Rail Travel - vendor feed	01/12/06	Lyons JK	513.25
Air/Rail Travel - vendor feed	01/16/06	Springer DE	205.68

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	01/19/06	Micheli MJ	284.08
Air/Rail Travel - vendor feed	01/19/06	Micheli MJ	120.29
Air/Rail Travel - vendor feed	01/19/06	Micheli MJ	284.07
Air/Rail Travel - vendor feed	01/19/06	Micheli MJ	-120.29
Air/Rail Travel - vendor feed	01/23/06	Lyons JK	668.17
Air/Rail Travel - vendor feed	01/23/06	Lyons JK	-668.17
Air/Rail Travel - vendor feed	01/23/06	Lyons JK	120.29
Air/Rail Travel - vendor feed	01/25/06	Lyons JK	252.08
Air/Rail Travel - vendor feed	01/30/06	Lyons JK	456.16
Air/Rail Travel - vendor feed	01/30/06	Lyons JK	-456.16
Air/Rail Travel - vendor feed	01/30/06	Lyons JK	120.29
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$4,550.00</b>
In-house Reproduction	01/03/06	Copy Center, D	582.31
In-house Reproduction	01/03/06	Copy Center, D	3,308.26
In-house Reproduction	01/06/06	Copy Center, D	2,704.45
In-house Reproduction	01/06/06	Copy Center, D	1,804.13
In-house Reproduction	01/10/06	Copy Center, D	202.30
In-house Reproduction	01/10/06	Copy Center, D	574.91
In-house Reproduction	01/13/06	Copy Center, D	792.41
In-house Reproduction	01/13/06	Copy Center, D	1,684.93
In-house Reproduction	01/20/06	Copy Center, D	187.80
In-house Reproduction	01/20/06	Copy Center, D	981.32
In-house Reproduction	01/22/06	Copy Center, D	38.60
In-house Reproduction	01/22/06	Copy Center, D	616.51
In-house Reproduction	01/24/06	Copy Center, D	85.50
In-house Reproduction	01/24/06	Copy Center, D	500.21
In-house Reproduction	01/27/06	Copy Center, D	343.51

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	01/27/06	Copy Center, D	1,748.13
In-house Reproduction	01/31/06	Copy Center, D	105.62
In-house Reproduction	01/31/06	Copy Center, D	242.10
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$16,503.00</b>
Telephone Expense	01/27/06	Telecommunications, D	14.29
Telephone Expense	01/27/06	Telecommunications, D	16.76
Telephone Expense	01/27/06	Telecommunications, D	0.78
Telephone Expense	01/27/06	Telecommunications, D	0.12
Telephone Expense	01/27/06	Telecommunications, D	0.01
Telephone Expense	01/27/06	Telecommunications, D	0.04
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$32.00</b>
Lexis/Nexis	01/01/06	Demma J	6.99
Lexis/Nexis	01/02/06	Demma J	6.99
Lexis/Nexis	01/03/06	Demma J	48.95
Lexis/Nexis	01/03/06	Hallan CF	299.60
Lexis/Nexis	01/04/06	Nowicki JA	20.02
Lexis/Nexis	01/12/06	Saindon SR	17.48
Lexis/Nexis	01/13/06	Saindon SR	23.32
Lexis/Nexis	01/16/06	Saindon SR	11.65
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$435.00</b>
Westlaw	01/03/06	Nowicki JA	220.63
Westlaw	01/03/06	Hallan CF	236.48
Westlaw	01/03/06	Hallan CF	997.61
Westlaw	01/04/06	Nowicki JA	690.65
Westlaw	01/04/06	Reese RG	12.90
Westlaw	01/04/06	Hallan CF	360.05
Westlaw	01/04/06	Hallan CF	124.70
Westlaw	01/09/06	Toussi S	306.57
Westlaw	01/09/06	Ziegler VE	64.04
Westlaw	01/17/06	Demma J	38.35
Westlaw	01/19/06	Mirkovic M	506.02
		<b>TOTAL WESTLAW</b>	<b>\$3,558.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Reproduction - color	01/03/06	Copy Center, D	24.00
Reproduction - color	01/10/06	Copy Center, D	416.59
Reproduction - color	01/13/06	Copy Center, D	109.02
Reproduction - color	01/13/06	Copy Center, D	1,138.24
Reproduction - color	01/20/06	Copy Center, D	279.56
Reproduction - color	01/22/06	Copy Center, D	135.03
Reproduction - color	01/30/06	Copy Center, D	18.00
Reproduction - color	01/30/06	Copy Center, D	14.00
Reproduction - color	01/30/06	Copy Center, D	1.00
Reproduction - color	01/30/06	Copy Center, D	1.50
Reproduction - color	01/30/06	Copy Center, D	5.50
Reproduction - color	01/30/06	Copy Center, D	8.50
Reproduction - color	01/30/06	Copy Center, D	36.01
Reproduction - color	01/30/06	Copy Center, D	74.52
Reproduction - color	01/30/06	Copy Center, D	6.00
Reproduction - color	01/30/06	Copy Center, D	18.00
Reproduction - color	01/30/06	Copy Center, D	74.52
Reproduction - color	01/30/06	Copy Center, D	36.01
Reproduction - color	01/30/06	Copy Center, D	5.50
Reproduction - color	01/30/06	Copy Center, D	1.50
Reproduction - color	01/30/06	Copy Center, D	14.00
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$2,417.00</b>
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	5.94
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	94.54
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	6.20
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	13.49
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	45.68
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	31.13
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	0.79

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	53.21
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	63.31
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	15.96
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	14.66
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	29.01
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	14.36
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	0.72
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$389.00</b>
Air/Rail Travel (external)	01/03/06	Butler, Jr. J	86.00
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$86.00</b>
Out-of-Town Travel	12/18/05	Herriott AV	40.00
Out-of-Town Travel	01/03/06	Butler, Jr. J	12.66
Out-of-Town Travel	01/03/06	Micheli MJ	6.00
Out-of-Town Travel	01/03/06	Micheli MJ	41.00
Out-of-Town Travel	01/03/06	Butler, Jr. J	42.66
Out-of-Town Travel	01/03/06	Butler, Jr. J	297.76
Out-of-Town Travel	01/03/06	Butler, Jr. J	16.00
Out-of-Town Travel	01/03/06	Herriott AV	5.00
Out-of-Town Travel	01/03/06	Herriott AV	40.00
Out-of-Town Travel	01/05/06	Meisler RE	40.00
Out-of-Town Travel	01/05/06	Meisler RE	685.00
Out-of-Town Travel	01/05/06	Lyons JK	309.75
Out-of-Town Travel	01/05/06	Micheli MJ	604.31
Out-of-Town Travel	01/05/06	Micheli MJ	40.00
Out-of-Town Travel	01/05/06	Herriott AV	35.00
Out-of-Town Travel	01/05/06	Herriott AV	594.29
Out-of-Town Travel	01/12/06	Lyons JK	1,039.39
Out-of-Town Travel	01/12/06	Lyons JK	192.12

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

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**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Messengers/ Courier	01/06/06	Quick Int'l - Ny	206.44
Messengers/ Courier	01/12/06	Dist Serv/Mail/Page, D	21.47
Messengers/ Courier	01/13/06	Straightline Courier	64.94
Messengers/ Courier	01/17/06	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	01/20/06	Straightline Courier	31.80
Messengers/ Courier	01/23/06	Dist Serv/Mail/Page, D	18.70
Messengers/ Courier	01/23/06	Dist Serv/Mail/Page, D	18.70
Messengers/ Courier	01/23/06	Dist Serv/Mail/Page, D	18.70
Messengers/ Courier	01/24/06	Dist Serv/Mail/Page, D	16.14
Messengers/ Courier	01/24/06	Dist Serv/Mail/Page, D	8.24
Messengers/ Courier	01/29/06	Comet Messenger Service	28.05
Messengers/ Courier	01/29/06	Comet Messenger Service	22.00
Messengers/ Courier	01/29/06	Arrow Messenger Svc	25.20
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	11.72
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	11.75
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$2,459.00</b>
Out-of-Town Meals	01/03/06	Meisler RE	6.26
Out-of-Town Meals	01/03/06	Meisler RE	5.58
Out-of-Town Meals	01/03/06	Meisler RE	135.06
Out-of-Town Meals	01/03/06	Butler, Jr. J	9.66
Out-of-Town Meals	01/03/06	Herriott AV	7.04
Out-of-Town Meals	01/04/06	Micheli MJ	16.80
Out-of-Town Meals	01/04/06	Micheli MJ	6.20
Out-of-Town Meals	01/04/06	Herriott AV	34.22
Out-of-Town Meals	01/04/06	Herriott AV	36.07
Out-of-Town Meals	01/04/06	Meisler RE	32.48
Out-of-Town Meals	01/05/06	Meisler RE	32.48
Out-of-Town Meals	01/05/06	Micheli MJ	6.40
Out-of-Town Meals	01/05/06	Herriott AV	35.49
Out-of-Town Meals	01/05/06	Lyons JK	2.52
Out-of-Town Meals	01/09/06	Lyons JK	18.01
Out-of-Town Meals	01/09/06	Lyons JK	90.04

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	01/09/06	Lyons JK	2.63
Out-of-Town Meals	01/10/06	Lyons JK	135.06
Out-of-Town Meals	01/10/06	Lyons JK	42.02
Out-of-Town Meals	01/12/06	Lyons JK	31.34
Out-of-Town Meals	01/23/06	Lyons JK	90.04
Out-of-Town Meals	01/24/06	Lyons JK	213.69
Out-of-Town Meals	01/25/06	Lyons JK	23.00
Out-of-Town Meals	01/25/06	Lyons JK	13.05
Out-of-Town Meals	01/30/06	Meisler RE	19.94
Out-of-Town Meals	01/30/06	Meisler RE	3.65
Out-of-Town Meals	01/30/06	Meisler RE	8.46
Out-of-Town Meals	01/30/06	Lyons JK	4.81
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$1,062.00</b>
Court Reporting	01/09/06	TypeWrite Word Processing Service	1,100.15
Court Reporting	01/09/06	Veritext New York Reporting Company L.L.	245.65
Court Reporting	01/19/06	Veritext New York Reporting Company L.L.	1,446.20
		<b>TOTAL COURT REPORTING</b>	<b>\$2,792.00</b>
Outside Research/Internet Services	12/31/05	Pacer Service Center	4.80
Outside Research/Internet Services	01/06/06	Pacer Service Center	7.69
Outside Research/Internet Services	01/06/06	Pacer Service Center	12.80
Outside Research/Internet Services	01/06/06	Pacer Service Center	3,563.13
Outside Research/Internet Services	01/06/06	Pacer Service Center	4.08
Outside Research/Internet Services	01/06/06	Pacer Service Center	9.84
Outside Research/Internet Services	01/06/06	Pacer Service Center	2,501.74

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Outside Research/Internet Services	01/25/06	Lyons JK	6.95
Outside Research/Internet Services	01/27/06	Global Securities	309.76
Outside Research/Internet Services	01/31/06	Global Securities	159.21
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$6,580.00</b>
Contracted Catering-NY	01/04/06	Butler, Jr. J	874.36
Contracted Catering-NY	01/05/06	Butler, Jr. J	939.64
Contracted Catering-NY	01/05/06	Butler, Jr. J	243.36
Contracted Catering-NY	01/06/06	Butler, Jr. J	178.82
Contracted Catering-NY	01/06/06	Butler, Jr. J	805.81
Contracted Catering-NY	01/12/06	Butler, Jr. J	503.28
Contracted Catering-NY	01/13/06	Butler, Jr. J	248.71
Contracted Catering-NY	01/31/06	Butler, Jr. J	494.02
		<b>TOTAL CONTRACTED CATERING- NY</b>	<b>\$4,288.00</b>
Wireless - Mobile/Cellular/Pager	12/09/05	Meisler RE	196.94
Wireless - Mobile/Cellular/Pager	12/21/05	Marafioti KA	7.20
Wireless - Mobile/Cellular/Pager	01/09/06	Meisler RE	9.59
Wireless - Mobile/Cellular/Pager	01/09/06	Meisler RE	88.27
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$302.00</b>
		<b>TOTAL MATTER</b>	<b>\$51,218.00</b>

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Delphi Legal Information Website.  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-2  
SUPPLIER MATTERS  
1,904.5 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Supplier Matters**

**Bill Date: 12/30/05  
Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/09/05	0.40	EMAILS FROM/TO J. SHEEHAN RE VENDOR MATTER (0.2); REVIEW DUE DILIGENCE RE VENDOR RESCUE PROGRAM (0.2).
BUTLER, JR. J	10/12/05	1.10	REVIEW AND COMMENT ON VARIOUS VENDOR LETTERS INCLUDING FREESCALE (0.4); NUMEROUS EMAILS FROM/TO VENDORS RE CHAPTER 11 MATTERS INCLUDING ASSUMPTION OF CONTRACTS AND SHIPPING (0.7).
BUTLER, JR. J	10/14/05	0.40	EMAILS FROM/TO FROM R. O'NEAL RE VENDOR HOSTAGE MATTERS (0.2); FOLLOW-UP ON SAME (0.2).
BUTLER, JR. J	10/21/05	0.60	EMAILS FROM R. EISENBERG RE UCC INFORMATION REQUESTS CONCERNING ESSENTIAL SUPPLIERS AND FOREIGN CREDITOR ORDERS AND RELATED MATTERS (0.3); REVIEW MATERIALS RE SAME (0.3).
BUTLER, JR. J	10/22/05	0.40	CONTINUE TO EVALUATE UCC INFORMATION REQUESTS AND NEXT STEPS CONCERNING ESSENTIAL SUPPLIERS AND FOREIGN CREDITOR ORDERS AND RELATED MATTERS (0.4).
BUTLER, JR. J	10/30/05	1.30	BEGIN TO PREPARE FOR NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CREDITORS COMMITTEE OBJECTION TO ESSENTIAL SUPPLIERS AND FOREIGN CREDITOR ORDERS INCLUDING PREPARATION FOR OCTOBER 31ST-NOVEMBER 1ST CLIENT MEETINGS AT COMPANY IN TROY (1.3).
BUTLER, JR. J	10/31/05	1.60	CONTINUE TO PREPARE FOR NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CREDITORS COMMITTEE OBJECTION TO ESSENTIAL SUPPLIERS AND FOREIGN CREDITOR ORDERS INCLUDING CONFERENCES WITH DELPHI MANAGEMENT AT COMPANY IN TROY (1.6).
BUTLER, JR. J	11/02/05	0.90	CONTINUE TO PREPARE FOR NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CREDITORS COMMITTEE OBJECTION TO ESSENTIAL SUPPLIERS AND FOREIGN CREDITORS MOTION (0.3); TELECONFERENCE WITH J. SHEEHAN AND DELPHI WORKING GROUP RE SAME (0.3); TELECONFERENCES WITH R. ROSENBERG RE SAME (0.2, 0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	11/03/05	3.40	CONTINUE TO PREPARE FOR NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CREDITORS COMMITTEE OBJECTION TO ESSENTIAL SUPPLIERS AND FOREIGN CREDITORS MOTION INCLUDING REVIEW AND COMMENT ON DRAFT RESPONSE (0.5); SETTLEMENT TELECONFERENCES WITH R. ROSENBERG (0.3); WITNESS PREPARATION WITH R. EISENBERG AND J. SHEEHAN (1.8), AND GENERAL PREPARATION FOR CONTESTED HEARING (0.8).
BUTLER, JR. J	11/04/05	1.30	PREPARE FOR (0.6) AND ATTEND (0.7) ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CREDITORS COMMITTEE OBJECTION TO ESSENTIAL SUPPLIERS AND FOREIGN CREDITORS MOTION.
BUTLER, JR. J	11/11/05	1.10	REVIEW ISSUES RELATING TO DECEMBER 2005 EXPIRING SUPPLIER CONTRACTS AND RENEWAL PROCESS (0.6); TELECONFERENCE WITH R. ROSENBERG RE SAME (0.3); EMAILS FROM/TO L. WILLIAMS AND S. CORCORAN RE SAME (0.2).
BUTLER, JR. J	11/12/05	1.10	REVIEW PROPOSED DTM PRESENTATION RE DECEMBER 2005 EXPIRING SUPPLIER CONTRACTS AND RENEWAL PROCESS (0.8); TELECONFERENCE WITH R. ROSENBERG RE SAME (0.3).
BUTLER, JR. J	11/14/05	0.70	CONTINUE TO REVIEW AND REVISE ESSENTIAL SUPPLIERS AND FOREIGN CREDITOR ORDERS (0.3); CONTINUE TO WORK ON VENDOR CONTRACT RENEWAL PROGRAM STRATEGY (0.4).
BUTLER, JR. J	11/16/05	1.80	CONTINUE TO REVIEW ISSUES RELATING TO DECEMBER 2005 EXPIRING SUPPLIER CONTRACTS AND RENEWAL PROCESS (1.8).
BUTLER, JR. J	11/17/05	3.40	PREPARE FOR (0.8) AND ATTEND (2.6) STRATEGY WORKING GROUP MEETINGS WITH DELPHI MANAGEMENT AND FINANCIAL ADVISORS IN NEW YORK RE RENEWAL/ASSUMPTION OF SOLE SUPPLIER EXECUTORY CONTRACTS.
BUTLER, JR. J	11/18/05	3.10	REVIEW AND REVISE RENEWAL/ASSUMPTION OF SOLE SUPPLIER EXECUTORY CONTRACTS (1.8); PREPARE FOR (0.2) AND PARTICIPATE IN STRATEGY TELECONFERENCES RE SAME (0.6, 0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	11/20/05	0.70	REVIEW STATUS OF DISCUSSIONS WITH CREDITORS COMMITTEE RE SUPPLIER CONTRACT ASSUMPTION PROCEDURES MOTION INCLUDING MESIROW DUE DILIGENCE, INFORMATION AND RELATED MATTERS FOR NOVEMBER 21ST COMMITTEE TELECONFERENCE (0.4); REVIEW RELATED COMMUNICATIONS PACKAGE (0.3).
BUTLER, JR. J	11/22/05	2.10	CONTINUE TO WORK ON PROSECUTION OF SUPPLIER CONTRACT ASSUMPTION PROCEDURES MOTION INCLUDING PREPARE FOR (0.3) AND ATTEND STRATEGIC PLANNING MEETING WITH DELPHI SENIOR MANAGEMENT AT COMPANY IN TROY WITH D. SHERBIN, D. WOHLER AND S. CORCORAN (1.6); FOLLOW-UP WITH WORKING GROUP RE DISCOVERY DISPUTES AND RELATED MATTERS (0.2).
BUTLER, JR. J	11/23/05	2.40	BEGIN TO PREPARE FOR NOVEMBER 29TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE SUPPLIER CONTRACT ASSUMPTION PROCEDURES MOTION INCLUDING REVIEW OF STATUS OF DISCOVERY WITH CREDITORS COMMITTEE AND WILMINGTON TRUST (0.4); TELECONFERENCE WITH M. BROUDE ET. AL. RE COMMITTEE'S REQUEST TO ADJOURN AND PROPOSED CHAMBERS CONFERENCE (0.3); REVIEW DIP AGENT'S STATEMENT IN SUPPORT (0.2); EMAILS FROM/TO UAW COUNSEL RE POTENTIAL STATEMENT IN SUPPORT (0.2); TELECONFERENCE WITH K. ZIMAN ON BEHALF OF PREPETITION AGENT RE COMMENTS TO ORDER AND POTENTIAL STATEMENT IN SUPPORT (0.2); REVIEW PREPETITION LENDERS' COMMENTS TO ORDER (0.2); TELECONFERENCES WITH S. MILLER (0.1), S. CORCORAN (0.2) AND D. SHERBIN AND S. CORCORAN (0.2) RE HEARING PREPARATION AND RELATED MATTERS; REVIEW OBJECTION RECEIVED TO DATE (0.4).
BUTLER, JR. J	11/25/05	3.30	CONTINUE TO PREPARE FOR NOVEMBER 29TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE SUPPLIER CONTRACT ASSUMPTION PROCEDURES MOTION INCLUDING PREPARE FOR (0.4) AND PARTICIPATE IN (0.4) TELECONFERENCE WITH J. SHEEHAN, B. CARUSO AND R. EISENBERG RE STRUCTURING OF SETTLEMENT PROPOSAL TO CREDITORS COMMITTEE RE SUPPLIER CONTRACT ASSUMPTION PROCEDURES MOTION; DRAFT EMAIL TO R. ROSENBERG RE SAME (0.3); REVIEW ADDITIONAL OBJECTIONS TO SUPPLIER CONTRACT ASSUMPTION PROCEDURES MOTION (1.4); CONTINUED CONTESTED HEARING PREPARATION RE SAME (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	11/26/05	3.40	CONTINUE TO PREPARE FOR NOVEMBER 29TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE SUPPLIER CONTRACTS ASSUMPTION PROCEDURES MOTION AND CONTESTED MOTIONS SEEKING TO FIX TIME TO ASSUME OR REJECT SUPPLIER AGREEMENTS INCLUDING REVIEW OF DECLARATIONS (0.4); REVIEW AND ANALYSIS OF 45+ OBJECTIONS INCLUDING REVIEW OF OBJECTIONS SUMMARY (2.2); OUTLINE RESPONSE AND APPROACH TO OBJECTIONS (0.2); GENERAL PREPARATION (0.6).
BUTLER, JR. J	11/27/05	6.40	CONTINUE TO PREPARE FOR NOVEMBER 29TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE SUPPLIER CONTRACTS ASSUMPTION PROCEDURES MOTION AND CONTESTED MOTIONS SEEKING TO FIX TIME TO ASSUME OR REJECT SUPPLIER AGREEMENTS INCLUDING WITNESS PREPARATION (2.5), PRELIMINARY REVIEW OF OMNIBUS RESPONSE (0.3), REVIEW OF DECLARATIONS (0.7); FURTHER REVIEW AND ANALYSIS OF 45+ OBJECTIONS INCLUDING REVIEW OF OBJECTIONS SUMMARY (1.8); OUTLINE RESPONSE TO OBJECTIONS (0.4); GENERAL PREPARATION (0.7).
BUTLER, JR. J	11/28/05	7.80	CONTINUE TO PREPARE FOR NOVEMBER 29TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE SUPPLIER CONTRACTS ASSUMPTION PROCEDURES MOTION AND CONTESTED MOTIONS SEEKING TO FIX TIME TO ASSUME OR REJECT SUPPLIER AGREEMENTS INCLUDING WITNESS PREPARATION (0.8); REVIEW AND REVISION OF OMNIBUS RESPONSE (2.8); PARTICIPATE IN VARIOUS MEET AND CONFER AND SETTLEMENT DISCUSSIONS WITH CREDITORS' COMMITTEE COUNSEL AND PRINCIPALS (1.8); REVIEW AND FINALIZE TRIAL EXHIBITS AND DEMONSTRATIVE EVIDENCE (1.3); GENERAL PREPARATION (1.1).
BUTLER, JR. J	11/29/05	6.60	PREPARE FOR (1.8) AND ATTEND (INCLUDING RECESSES AND SETTLEMENT DISCUSSIONS) (4.4) OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE SUPPLIER CONTRACTS ASSUMPTION PROCEDURES MOTION AND CONTESTED MOTIONS SEEKING TO FIX TIME TO ASSUME OR REJECT SUPPLIER AGREEMENTS; EMAILS FROM/TO T. KLESTADT RE SUPPLIERS REVIEW OF DRAFT ORDER (0.2); REVIEW FLEXTRONICS GUARANTY PAYMENT DEMAND SITUATION (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	11/30/05	0.90	FOLLOW-UP ON NOVEMBER 29TH OMNIBUS HEARING INCLUDING REVIEW AND REVISE PROPOSED ORDER APPROVING SUPPLIER CONTRACT ASSUMPTION PROCEDURES MOTION (0.7); EMAILS FROM/TO SUPPLIER COUNSEL RE SAME (0.2).
		<b>56.20</b>	
HIESTAND NL	10/10/05	3.70	TO ENQUIRIES FROM CLIENT AND SUPPLIERS RE STATUS OF CLAIMS WITH PARTICULAR ATTENTION TO QUESTIONS RE PRE OR POST PETITION STATUS (3.7).
		<b>3.70</b>	
LYONS JK	10/08/05	7.00	STAFFED GSM WAR ROOM (4.0); FIELDDED VENDOR CALLS AND QUESTIONS (3.0).
LYONS JK	10/09/05	10.60	STAFFED GSM WAR ROOM (7.8) AND FIELDDED NUMEROUS CALLS OTHERWISE ASSISTED GSM IN NUMEROUS MATTERS (2.8).
LYONS JK	10/10/05	12.70	STAFFED GSM WAR ROOM (5.2); NUMEROUS VENDOR CALLS (4.2); LITIGATION CONTINGENCIES (1.2); ASSISTED COMPANY IN RESPONSE TO VENDOR REQUESTS AND DEMANDS (2.1).
LYONS JK	10/11/05	14.30	STAFFED GSM WAR ROOM (7.3); RESPONDED TO NUMEROUS VENDOR CALLS AND DEVELOPED RESPONSE STRATEGIES RE THE SAME (4.2); ASSISTED GSM AND COMPANY IN VENDOR MATTERS (2.8).
LYONS JK	10/12/05	14.60	STAFFED GSM WAR ROOM (3.2); FIELDDED NUMEROUS VENDOR REQUESTS (4.4); REVIEW OF SETTLEMENT AGREEMENTS (1.8); ESSENTIAL SUPPLIER REVIEWS (1.9); OTHER FIRST DAY REVIEWS (2.0); AND DEVELOPED STRATEGIES RE THE SAME (1.0).
LYONS JK	10/13/05	11.80	STAFFED GSM WAR ROOM (1.8); FIELDDED NUMEROUS VENDOR CALLS (4.7); REVIEW OF SETTLEMENT AGREEMENTS (3.3); ESSENTIAL SUPPLIER AND OTHER FIRST DAY REQUESTS AND WRAP UP MEETINGS (2.0).
LYONS JK	10/14/05	7.60	STAFFED GSM WAR ROOM (2.2); FIELDDED NUMEROUS VENDOR REQUESTS (3.4); ESSENTIAL SUPPLIER ISSUES, AND WRAP UP MEETINGS (2.0).
LYONS JK	10/17/05	5.80	FIELDDED NUMEROUS "HOSTAGE" REQUESTS AND SUPPLIER ISSUES (1.8); REVIEW OF ADEQUATE ASSURANCE DEMANDS AND RESPONSES (1.7); REVIEW OF SETTLEMENT AGREEMENTS (2.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

LYONS JK	10/18/05	7.70	FIELDED NUMEROUS VENDOR CALLS (2.5); REVIEW AND REVISIONS TO SETTLEMENT AGREEMENTS (2.2), WAIVER ISSUES (0.7), LIEN ISSUES (1.3), AND OTHER FIRST DAY VENDOR MATTERS (1.0).
LYONS JK	10/19/05	7.60	FIELDED NUMEROUS VENDOR CALLS (4.4) AND REVIEW OF SETTLEMENT AGREEMENTS (3.2) AND OTHERWISE ASSISTED GSM.
LYONS JK	10/20/05	7.40	STAFFED GSM WAR ROOM (4.1); REVIEW OF ESSENTIAL SUPPLIER AND OTHER FIRST DAY RELIEF MATTERS (2.3); NUMEROUS VENDOR CALLS/MEETINGS AND REVIEW OF SETTLEMENT AGREEMENTS (1.0).
LYONS JK	10/21/05	5.70	FIELDED NUMEROUS VENDOR CALLS AND DEVELOPED STRATEGIES RE THE SAME (2.0), ESSENTIAL SUPPLIER AND OTHER FIRST DAY REVIEW (2.3), AND REVIEW AND REVISIONS TO SETTLEMENT AGREEMENTS (1.4).
LYONS JK	10/24/05	6.00	PARTICIPATION ON VARIOUS CALLS WITH VENDORS (2.3); REVIEW OF SETTLEMENT AGREEMENTS (1.7), EXPIRING CONTRACT STRATEGIES (1.5), AND OTHER CRITICAL VENDOR ISSUES (0.5).
LYONS JK	10/25/05	5.80	FIELDED NUMEROUS VENDOR CALLS (2.7), ESSENTIAL SUPPLIER AND OTHER FIRST DAY RELIEF REVIEW (2.1), LIEN ISSUES (0.5); AND OTHER GSM MATTERS (0.5).
LYONS JK	10/26/05	5.60	FIELDED NUMEROUS VENDOR CALLS AND RESPONSES TO ADEQUATE ASSURANCE REQUESTS (3.1); REVIEW AND REVISIONS TO SETTLEMENT AGREEMENTS (1.9); SET OFF REQUESTS AND ASSISTED GSM (0.6).
LYONS JK	10/27/05	7.60	NUMEROUS CALLS AND QUESTIONS RE VENDOR ISSUES (4.2); REVIEW AND REVISED SETTLEMENT AGREEMENTS (1.4), OTHER GSM ISSUES AND REVIEW OF PROPOSED PAYMENTS UNDER 1ST DAY MOTIONS (2.0).
LYONS JK	10/28/05	7.00	FIELDED NUMEROUS VENDOR CALLS (3.8), RESPONSES AND SETTLEMENT AGREEMENTS (2.3); ASSISTED GSM, ESSENTIAL SUPPLIER AND OTHER FIRST DAY RELIEF REVIEW (0.9).
LYONS JK	10/31/05	6.40	REVIEW OF NUMEROUS VENDOR REQUESTS AND ADEQUATE ASSURANCE DEMANDS (3.8); REVIEW OF SETTLEMENT AGREEMENTS (2.4); FIELDED NUMEROUS CALLS (0.2).
LYONS JK	11/01/05	6.80	NUMEROUS VENDOR DISCUSSIONS (3.3); REVIEW OF SETTLEMENT AGREEMENTS AND REVIEW OF POS (1.3); PREPARATION OF PRESENTATION RE EXPIRING CONTRACTS (2.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

LYONS JK	11/02/05	9.60	STAFFED GSM WAR ROOM (1.8); REVIEW OF FIRST DAY PAY REQUESTS (2.1); DEVELOPED CONTRACT EXPIRATION STRATEGIES (2.4); REVIEW OF SETTLEMENT AGREEMENTS (1.3) AND CALLS TO VARIOUS VENDORS (2.0).
LYONS JK	11/03/05	4.50	FIELDED NUMEROUS VENDOR REQUESTS (2.1); REVIEW OF SETTLEMENT AGREEMENTS (0.9) AND WORK ON PRESENTATION RE EXPIRING CONTRACTS AND CONFERENCES WITH CLIENTS RE THE SAME (1.5).
LYONS JK	11/04/05	7.60	STAFFED GSM WAR ROOM (1.5); FIELDED A NUMBER OF VENDOR CALLS (2.3); REVIEW OF SETTLEMENT AGREEMENTS (1.3); REVIEW OF FIRST DAY PAY REQUESTS (1.5); CONTRACT EXPIRATION STRATEGIES (1.0).
LYONS JK	11/08/05	6.00	FIELDED VARIOUS VENDOR CALLS (3.3); REVIEW OF SETTLEMENT AGREEMENTS (1.2); DEVELOPED STRATEGIES RE EXPIRING CONTRACTS (1.1), AND SETOFF VENDOR ISSUES (0.4).
LYONS JK	11/09/05	9.20	STAFFED GSM ROOM (0.8); ESSENTIAL SUPPLIER AND OTHER FIRST DAY PAY REQUESTS (1.3), FIELDED VENDOR CALLS (1.7); REVIEW OF SETTLEMENT AGREEMENTS (1.4), DEVELOPMENT OF VENDOR STRATEGIES RE PRICE INCREASES AND EXPIRING CONTRACTS (2.5), AND MEETING WITH VENDOR LITIGATION TEAM AND OUTLINED STRATEGIES (1.5).
LYONS JK	11/10/05	9.50	STAFFED GSM WAR ROOM AND FIELDED VARIOUS VENDOR CALLS (8.1) AND REVIEW OF FIRST DAY PAY REQUESTS (1.4).
LYONS JK	11/11/05	6.40	REVIEW OF VARIOUS VENDOR MATTERS, FIRST DAY PAY REQUESTS (2.7), TERM AGREEMENTS (1.3), ASSUMPTION/EXTENSION ISSUES AND DEVELOPED STRATEGIES RE THE SAME (2.4).
LYONS JK	11/14/05	5.00	REVIEW OF ASSUMPTION STRATEGIES, VENDOR TERM CHANGES, AND OTHER MATTERS (5.0).
LYONS JK	11/15/05	8.90	REVIEW OF ASSUMPTION PROCEDURES AND STRATEGIES (3.5), FIRST DAY PAY REQUESTS (3.2), LITIGATION/OSC ISSUES (1.1), AND PREPARATION FOR CREDITORS COMMITTEE MATERIALS (1.1).
LYONS JK	11/16/05	10.40	STAFFED THE GSM WAR ROOM (3.3); REVIEW OF VARIOUS FIRST DAY REQUESTS (2.2); ASSUMPTION PROCEDURES REVIEW AND CREDITORS COMMITTEE PRESENTATION AND OTHER ISSUES (4.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

LYONS JK	11/17/05	11.20	INTENSIVE REVIEW OF ASSUMPTION PROCEDURES PLEADINGS (4.8), VENDOR FIRST DAY PAY REQUESTS (2.0), VENDOR ISSUES AND GSM WAR ROOM (4.5).
LYONS JK	11/18/05	11.40	REVIEW AND REVISIONS TO ASSUMPTION SUPPLIER MOTION (3.8); REVIEW AND CONFERENCES RE SUPPLIER CONTRACT AND ASSUMPTION PROCEDURES (3.6); REVIEW AND STAFFED VARIOUS ESSENTIAL SUPPLIER, LIEN MATTERS, AND OTHER MATERIALS (4.0).
LYONS JK	11/19/05	2.30	REVIEW AND DISCUSSION OF COST BENEFIT ANALYSIS WITH FTI AND OTHERS (2.3).
LYONS JK	11/20/05	4.40	REVIEW AND REVISIONS TO TERM SHEET AND CONFERENCES WITH CLIENT RE THE SAME (2.4); REVIEW AND REVISIONS TO GSM COMMUNICATIONS PACKAGE (2.0).
LYONS JK	11/21/05	4.60	CONFERENCE WITH VARIOUS VENDORS (2.6); CONFERENCES RE LITIGATION PREPARATION RE ASSUMPTION PROCEDURES MOTION (2.0).
LYONS JK	11/22/05	6.50	REVIEW OF VARIOUS SUPPLIER MATTERS INCLUDING ASSUMPTION PROCEDURES ISSUES (2.5), TERM CHANGES (1.5), AND OTHER MATTERS AND REVIEW AND DEVELOPMENT OF HEARING AND DISCOVERY STRATEGIES (2.5).
LYONS JK	11/23/05	5.20	CONFERENCES WITH CLIENT, FTI AND OTHERS RE ASSUMPTION PROCEDURES, OBJECTIONS, RESPONSES, DECLARATIONS AND DISCOVERY AND REVIEW OF DECLARATIONS (5.2).
LYONS JK	11/24/05	1.00	COMMUNICATION TO WORKING GROUP RE UPCOMING CALL AND DEVELOPMENT OF FINALIZATION OF STRATEGIES (1.0).
LYONS JK	11/25/05	3.80	CONFERENCES RE DISCOVERY AND HEARING STRATEGY RE ASSUMPTION PROCEDURES AND REVISIONS TO DECLARATIONS (3.8).
LYONS JK	11/26/05	4.00	PARTICIPATION IN VARIOUS CALLS RE ASSUMPTION PROCEDURES MOTION, STRATEGY AND DISCOVERY AND REVISIONS TO DECLARATIONS (4.0).
LYONS JK	11/27/05	10.10	PREPARATION FOR ASSUMPTION PROCEDURES HEARING, DISCOVERY AND RESPONSE INCLUDING CONFERENCES WITH CLIENT (10.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

LYONS JK	11/28/05	15.80	PREPARATION FOR ASSUMPTION PROCEDURES HEARING INCLUDING REVIEW AND REVISIONS TO MEMO (2.5), WITNESS PREPARATION OF D. NELSON, R. EISENBERG, AND J. SHEEHAN (3.4), MEET AND CONFER (1.1), REVIEW OF OBJECTIONS (2.1), TRIAL PREPARATION (3.7) AND SETTLEMENT DISCUSSIONS AND STRATEGIES (3.0).
LYONS JK	11/29/05	11.70	PREPARATION FOR AND PARTICIPATION IN ASSUMPTION PROCEDURES HEARING (7.0), NEGOTIATIONS WITH SUPPLIERS (1.8), AND REVIEW AND PREPARATION OF WITNESSES (2.9).
LYONS JK	11/30/05	6.70	REVIEW AND REVISIONS TO ASSUMPTION PROCEDURES (1.3); MEETINGS WITH GSM RE ROLL OUT (2.3); MEETINGS WITH MESIROW AND GSM (1.5); TELECONFERENCES WITH SUPPLIERS (0.7), AND OTHER MATTERS (0.9).
		<b>333.80</b>	
MARAFIOTI KA	10/10/05	2.10	TELECONFERENCE FROM VICTOR BARS (0.2); RESPOND TO VARIOUS TELECONFERENCES FROM OTHER SUPPLIERS (1.4); CORRESPONDENCE WITH FTI RE PRESENTATION (0.2); PREPARE EVIDENCE FOR ESSENTIAL SUPPLIER HEARING (0.3).
MARAFIOTI KA	10/13/05	1.20	REVIEWED CORRESPONDENCE FROM SUPPLIERS (0.9); TELECONFERENCE FROM COUNSEL TO SUPPLIER (0.3).
MARAFIOTI KA	10/14/05	0.30	RESPOND TO VENDOR INQUIRIES (0.3).
MARAFIOTI KA	10/18/05	0.80	REVIEW CORRESPONDENCE FROM SUPPLIERS (0.8).
MARAFIOTI KA	10/20/05	0.20	CORRESPONDENCE RE SUPPLIER MOTION (0.2).
MARAFIOTI KA	10/31/05	0.10	ANALYZE VENDOR AGREEMENT EXPIRATION ISSUES (0.1).
MARAFIOTI KA	11/03/05	2.30	REVIEWED RESPONSE TO COMMITTEE ESSENTIAL SUPPLIER MOTION OBJECTION (0.6); REVIEW CORRESPONDENCE RE SAME (0.2); CONFER WITH S. CORCORAN, K. CRAFT, FTI (R. EISENBERG), J. SHEEHAN RE SUPPLIES ISSUES (1.1); WORK ON ORDERS RE ESSENTIAL SUPPLIERS (0.2) AND FOREIGN CREDITORS (0.2).
MARAFIOTI KA	11/10/05	0.20	TELECONFERENCE WITH COUNSEL TO SUPPLIER AND COMMUNICATIONS RE SAME (0.2).
MARAFIOTI KA	11/11/05	0.70	TELECONFERENCES AND CORRESPONDENCE RE SUPPLIER ISSUE (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	11/15/05	0.30	ESSENTIAL SUPPLIER CORRESPONDENCE (0.3) .
MARAFIOTI KA	11/16/05	0.20	CORRESPONDENCE AND TELECONFERENCES FROM SUPPLIERS (0.2) .
MARAFIOTI KA	11/17/05	1.50	MEETING WITH R. EISENBERG, B. CARUSO, A. TOGUT RE SUPPLIER CONTRACT ISSUES (1.5) .
MARAFIOTI KA	11/18/05	1.70	TELECONFERENCES AND CORRESPONDENCE RE T & L (0.1); WORK ON ASSUMPTION PROCEDURES MOTION FOR EXPIRING CONTRACTS (1.6) .
MARAFIOTI KA	11/21/05	0.90	STUDY SBC OBJECTION (0.2); REVIEW CORRESPONDENCE FROM COMMITTEE RE SUPPLIER MOTION AND DISCOVERY (0.2); REVIEW AND REVISE OMNIBUS OBJECTION TO MOTIONS TO COMPEL ASSUMPTION AND REJECTION OF EXECUTORY CONTRACTS (0.5) .
MARAFIOTI KA	11/22/05	1.40	CONTINUED WORK ON OMNIBUS OBJECTION TO MOTIONS TO COMPEL ASSUMPTION OR REJECTION OF EXECUTORY CONTRACTS (1.1); ANALYZE SUPPLIER ISSUES (0.3) .
MARAFIOTI KA	11/23/05	0.70	REVIEWED OBJECTIONS OF SUPPLIERS TO ASSUMPTION MOTION (0.7) .
MARAFIOTI KA	11/26/05	1.10	REVIEW OBJECTIONS OF SUPPLIERS TO ASSUMPTION MOTION (1.1) .
MARAFIOTI KA	11/27/05	0.70	REVIEW LATE-FILED SUPPLIER OBJECTIONS RE ASSUMPTION MOTION (0.7) .
MARAFIOTI KA	11/28/05	9.10	CORRESPONDENCE RE SUPPLIER MOTION DISCOVERY (0.1); WORK ON OMNIBUS RESPONSE TO SUPPLIER MOTION OBJECTIONS (1.4); WORK ON REVISED SUPPLIER ORDER (0.6), PREPARE FOR HEARING (3.2); REVIEWED IUE STATEMENT IN SUPPORT OF MOTION (0.2); REVIEWED OBJECTIONS TO MOTION (0.7); MEETING WITH J. SHEEHAN, D. SHERBIN, S. CORCORAN, K. CRAFT, D. NELSON, M. ORRIS, R. EISENBERG, A. FRANKUM RE SUPPLIER MOTION STRATEGY AND HEARING PREPARATION (2.4); SETTLEMENT CALL WITH COMMITTEE ADVISORS (0.5) .
MARAFIOTI KA	11/29/05	8.90	PREPARE FOR HEARING RE SUPPLIER CONTRACTS AND OTHER MATTERS (1.4); ALL-DAY COURT HEARING BEFORE JUDGE DRAIN (INCLUDING CHAMBERS CONFERENCE AND SETTLEMENT NEGOTIATIONS WITH SUPPLIERS, COMMITTEE, AND INDENTURE TRUSTEE) (7.4); TELECONFERENCE FROM SUPPLIER (0.1) .
MARAFIOTI KA	11/30/05	2.50	REVIEWED AND WORKED ON REVISIONS TO ORDER ON SUPPLIER MOTION (2.1); TELECONFERENCE FROM R. TRUST (0.4) .

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**36.90**

SPRINGER DE	11/18/05	0.50	TELECONFERENCE WITH N. CAMPANARIO RE DOCUMENT PRODUCTION (0.5).
SPRINGER DE	11/20/05	1.00	REVIEW OBJECTION AND REQUESTS FOR PRODUCTION MADE BY COUNSEL FOR WILMINGTON TRUST (1.0).
SPRINGER DE	11/21/05	2.50	TELECONFERENCES WITH J. PAPELIAN, M. ORRIS, J. LYONS ET AL RE BONDHOLDERS' REQUESTS FOR PRODUCTION (1.0); TELECONFERENCE WITH E. FOX, COUNSEL TO BONDHOLDERS, RE REQUESTS FOR PRODUCTION AND POTENTIAL OBJECTION (1.0); TELECONFERENCE WITH J. LYONS RE CREDITORS' COMMITTEE'S CORRESPONDENCE AND REQUESTS FOR PRODUCTION (0.5).
SPRINGER DE	11/23/05	7.00	TELECONFERENCES WITH J. LYONS RE PREPARATION OF DECLARATION AND OTHER SUPPORTING MATERIALS RE VENDOR AGREEMENT ASSIGNMENT MOTION (1.5); TELECONFERENCES WITH R. CARUSO, M. ORRIS, AND J. PAPELIAN RE PRODUCTION OF DOCUMENTS IN RESPONSE TO OBJECTORS' REQUESTS FOR PRODUCTION (1.2); CONFERENCE WITH J. BRANDT RE CREDITORS' COMMITTEE REQUEST FOR ADJOURNMENT (0.6); TELECONFERENCE WITH J. BRANDT RE DISCOVERY PROPOUNDED BY COMMITTEE (0.3); DRAFT CONFIDENTIALITY LANGUAGE AND LETTER RE PRODUCTION OF DOCUMENTATION (0.2); REVIEW OF DOCUMENTS TO PRODUCE IN CONNECTION WITH MOTION (1.0); REVIEW AND COMMENT DRAFT DECLARATIONS OF J. SHEEHAN AND R. EISENBERG (1.0); OUTLINE MESIROW DEPOSITION (1.2).
SPRINGER DE	11/25/05	5.50	REVIEW DRAFT D. NELSON AND R. EISENBERG DECLARATIONS (0.5); TELECONFERENCE WITH J. LYONS, J. PAPELIAN, S. CORCORAN, ET AL., RE DECLARATIONS OF NELSON, J. SHEEHAN, AND R. EISENBERG (0.8); REVISIONS TO D. NELSON DECLARATION (0.8); REVIEW AND FINALIZE PRODUCTION OF COMPANY DOCUMENTS IN RESPONSE TO UCC REQUESTS FOR PRODUCTION (0.8); TELECONFERENCE WITH J. SHEEHAN ET AL., RE STRATEGY OF SETTLEMENT OF UCC OBJECTION (0.5); REVIEW VARIOUS OBJECTIONS TO MOTION (0.8); REVIEW AND REVISE SHEEHAN DECLARATION (0.5); PREPARATION FOR DEPOSITION OF L. SZLEZINGER (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SPRINGER DE	11/26/05	2.80	TELECONFERENCES WITH D. NELSON RE FINALIZATION OF DECLARATION (0.3); TELECONFERENCES WITH J. LYONS RE COMPLETION OF DECLARATIONS (0.2); TELECONFERENCES WITH J. PAPELIAN RE FINALIZED DECLARATIONS (0.2); EDIT, FINALIZE, AND SERVE D. NELSON, J. SHEEHAN, AND R. EISENBERG DECLARATIONS (1.6); PREPARATION FOR EVIDENTIARY HEARING (0.5).
SPRINGER DE	11/27/05	9.00	PREPARE FOR CONTESTED HEARING ON ASSUMPTION PROCEDURES MOTION (2.0); CONFERENCE WITH R. EISENBERG RE PREPARATION FOR HIS DEPOSITION AND HEARING (4.0); PREPARATION FOR DEPOSITIONS OF J. SHEEHAN AND D. NELSON (2.0); WORKING GROUP CONFERENCE RE HEARING (1.0).
SPRINGER DE	11/28/05	13.70	PREPARATION FOR EVIDENTIARY HEARING ON MOTION (1.0); PREPARE FOR AND DEFEND DEPOSITION OF R. EISENBERG (3.5); PREPARE FOR AND DEFEND DEPOSITION OF D. NELSON (3.0); PREPARE FOR AND DEFEND DEPOSITION OF J. SHEEHAN (2.0); PREPARE FOR AND TAKE DEPOSITION OF N. SLEZINGER (2.0); WORKING GROUP CONFERENCE RE SETTLEMENT OF MOTION (0.7); CONFERENCE CALL WITH WORKING GROUP AND UCC COUNSEL RE SETTLEMENT OF MOTION (1.5).
SPRINGER DE	11/29/05	9.00	WORKING GROUP CONFERENCE RE HEARING ON SAAP MOTION (1.0); PREPARE FOR EVIDENTIARY HEARING ON SAAP MOTION (1.0); ATTENDANCE AT OMNIBUS COURT HEARING, INCLUDING SETTLEMENT CONFERENCES, ON SAAP MOTION (7.0).
		51.00	
<b>Total Partner</b>		<b>481.60</b>	
MATZ TJ	10/14/05	2.70	VARIOUS TELECONFERENCES WITH VENDORS AND ESSENTIAL SUPPLIERS (1.9); FOLLOW UP WITH COMPANY RE SAME (0.8).
MATZ TJ	10/16/05	1.20	PREPARING AND RECEIVING CALL LOG RE TELECONFERENCES FROM VARIOUS SUPPLIERS AND VENDORS (1.2).
MATZ TJ	10/18/05	2.00	RESPONDING TO VARIOUS SUPPLIERS TELECONFERENCES RE STATUS OF PREPETITION AND ADMINISTRATIVE CLAIMS AND CONTRACT IN GENERAL (2.0).
MATZ TJ	10/19/05	1.80	FOLLOW UP TELECONFERENCES WITH VARIOUS SUPPLIERS RE SUPPLY AND PAYMENT MATTERS (1.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	10/20/05	0.80	TELECONFERENCES WITH FOREIGN SUPPLIERS, VENDORS RE INTERIM ORDERS, PAYMENTS (0.8).
MATZ TJ	10/24/05	0.80	VARIOUS TELECONFERENCES AND CORRESPONDENCE RE SUPPLIER DEMANDS AND ISSUES AND FOLLOW UP WORK RE SAME (0.8).
MATZ TJ	10/26/05	2.00	TELECONFERENCES WITH VARIOUS SUPPLIER RE QUESTIONS AND PAYMENT INQUIRES (2.0).
MATZ TJ	10/28/05	1.40	TELECONFERENCES WITH VARIOUS SUPPLIERS RE GENERAL AND PAYMENT QUESTIONS (0.8); FOLLOW UP RE SAME (0.6).
MATZ TJ	10/30/05	0.20	REVIEWING UNSECURED CREDITORS COMMITTEE STATEMENT IN RESPECT OF ESSENTIAL VENDOR ORDER (0.2).
MATZ TJ	10/31/05	2.00	WORKING ON AND FOLLOW UP RE VARIOUS SUPPLIERS INQUIRES AND RESPONDING TO SAME (2.0).
MATZ TJ	11/01/05	1.10	TELECONFERENCES FROM VARIOUS SUPPLIERS (0.9); FOLLOW UP WORK RE SAME (0.2).
MATZ TJ	11/02/05	0.80	RESPONDING TO VARIOUS CALLS FROM SUPPLIERS RE VARIOUS ISSUES WITH DEBTORS (0.8).
MATZ TJ	11/04/05	0.40	FOLLOW UP CALLS WITH SUPPLIERS (0.4).
MATZ TJ	11/08/05	1.20	TELECONFERENCES WITH VARIOUS SUPPLIERS RE SHIPPING AND SUPPLY ENQUIRES (1.2).
MATZ TJ	11/09/05	0.80	CORRESPONDENCE AND CALLS RE INQUIRIES FROM VARIOUS SUPPLIERS (0.8).
MATZ TJ	11/11/05	0.90	TELECONFERENCES AND CORRESPONDENCE WITH VARIOUS SUPPLIERS (0.9).
MATZ TJ	11/14/05	0.60	CORRESPONDENCE AND CALL RE VARIOUS SUPPLIER INQUIRIES (0.6).
MATZ TJ	11/15/05	0.60	TELECONFERENCES AND CORRESPONDENCE RE SUPPLIERS INQUIRIES (0.6).
MATZ TJ	11/23/05	2.50	REVIEW AND REVISE SUPPLIER AGREEMENT, ASSUMPTION MOTION AND FORM OF ORDER (1.6); TELECONFERENCES AND DISCUSSIONS RE REQUESTED ADJOURNMENT FROM CREDITORS' COMMITTEE (0.6); PARTICIPATING IN CONFERENCE CALL WITH CHAMBERS RE SAME (0.3).
MATZ TJ	11/26/05	1.20	CONTINUING WORK ON EVIDENTIARY DECLARATIONS RE CONTRACT ASSUMPTION MOTION (0.9); FOLLOW UP CORRESPONDENCE RE SAME (0.3).

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MATZ TJ	11/27/05	2.50	WORKING ON DECLARATIONS FOR ASSUMPTION PROCEDURES MOTION AND BRIEF IN SUPPORT THEREOF (2.5).
MATZ TJ	11/28/05	3.70	REVIEWING AND COMMENTING ON REPLY BRIEF RE SUPPLIER AGREEMENT ASSUMPTION PROCEDURES MOTION (2.0); TELECONFERENCES WITH VARIOUS SUPPLIERS RE SAME (0.7); TELECONFERENCE WITH R. REYES RE SBC COMMUNICATIONS SUPPLY MATTER (0.3); FOLLOW UP CALL WITH D. LADDIN RE SAME (0.3); TELECONFERENCE FROM COUNSEL FOR EQUITY CORPORATE HOUSING (0.4).
MATZ TJ	11/30/05	1.50	REVIEW AND REVISE SUPPLIER AGREEMENT ASSUMPTION PROCEDURES ORDER AND FOLLOW UP CONFERENCE CALL RE SAME (1.5).
		<b>32.70</b>	
<b>Total Counsel</b>		<b>32.70</b>	
DE ELIZALDE D	10/20/05	1.50	REVIEWED AND REVISED NON-DEBTORS AFFILIATES NOTICE AND ORGANIZED SERVICE (1.5).
DE ELIZALDE D	11/18/05	2.30	OVERSEEING FILING AND SERVING OF SUPPLIER AGREEMENT ASSUMPTION PROCEDURES (2.3).
		<b>3.80</b>	
DICKERSON CL	10/13/05	3.20	RESEARCH RE AUTOMATIC STAY VIOLATIONS BY CONTRACT COUNTERPARTIES (3.2).
		<b>3.20</b>	
HERRIOTT AV	10/17/05	6.30	RESEARCH RE POSTPETITION TERMINATION OF CONTRACTS (0.7); MEETING WITH J. FREEMAN RE STOP-SHIP THREAT (1.8); RESPOND TO FILING OF VANGUARD DIE & MACHINE BY COMMUNICATING WITH M. WERDEN AND THE SUPPLIER SUPPORT CENTER (0.4); ASSIST IN DETERMINING SUPPLIER ISSUES AND RESPONDING ON EMERGENCY BASIS TO QUESTIONS (3.4).
HERRIOTT AV	10/18/05	1.90	REVIEW SUPPLIER ISSUES (0.2, 0.2, 0.7, 0.5); MEET WITH M. STOCKTON RE SUPPLIER ISSUES (0.3).
HERRIOTT AV	10/21/05	7.20	REVIEW SETTLEMENT AGREEMENTS AND NEGOTIATE WITH SUPPLIERS (7.2).
HERRIOTT AV	10/24/05	3.50	REVIEW SETTLEMENT AGREEMENTS AND OTHER ISSUES WITH NUMEROUS SUPPLIERS (1.7, 0.9, 0.4, 0.2, 0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	10/25/05	1.80	CONFERENCE WITH ATTORNEY OF SUPPLIER AND FORWARD INFORMATION TO SUPPLIER SUPPORT CENTER (0.6); REVIEW MTD ISSUES WITH COMPANY (0.3); REVIEW SETTLEMENT AGREEMENTS OF MEDICAL SYSTEMS (0.4); GATHER INFORMATION RE ESSENTIAL SUPPLIERS (0.3); REVIEW SETTLEMENT AGREEMENT (0.2).
HERRIOTT AV	10/26/05	0.90	MEETING RE SUPPLIER AND REVIEW AGREEMENT RE SAME (0.5); MEETING RE FABRICATOR AND REVIEW AGREEMENT RE SAME (0.4).
HERRIOTT AV	10/28/05	1.50	CONFERENCE CALL RE SUPPLIER (0.5); REVIEW ADIBOARD SUPPLIER INFORMATION (0.2); REVIEW SETTLEMENT AGREEMENT (0.8).
HERRIOTT AV	10/31/05	0.80	RESPOND TO SUPPLIER QUESTION (0.6); RESPOND TO SETTLEMENT AGREEMENT QUESTION (0.2).
HERRIOTT AV	11/01/05	0.10	RESPOND TO CALL OF SUPPLIER (0.1).
HERRIOTT AV	11/02/05	2.40	ADDRESS NUMEROUS SUPPLIER ISSUES INCLUDING REVIEWING SETTLEMENT AGREEMENTS, CORRESPONDENCE AND WORKING ON STRATEGY WITH DELPHI REPRESENTATIVES (1.8, 1.2); REVIEW ESSENTIAL SUPPLIERS RESPONSE (0.4).
HERRIOTT AV	11/03/05	10.50	PREPARE FOR HEARING RE ESSENTIAL SUPPLIER AND FOREIGN VENDOR ISSUES INCLUDING STRATEGIZING AND DRAFTING WITNESS OUTLINES, SCRIPTS AND PROFFERS FOR R. EISENBERG AND J. SHEEHAN; INITIAL REVIEW OF NEC AGREEMENT (10.5).
HERRIOTT AV	11/04/05	0.80	COMPLETE PREPARATION FOR HEARING (0.8).
HERRIOTT AV	11/07/05	0.60	RESPOND TO QUESTION RE APPLICABILITY OF FOREIGN VENDOR MOTION (0.2); FOLLOW UP WITH ATTORNEY FOR SUPPLIER (0.2); RESPOND TO SUPPLIER INQUIRY (0.2).
HERRIOTT AV	11/08/05	0.80	FOLLOW UP RE SUPPLIER INQUIRY (0.4); REVIEW RESEARCH RE SUPPLIER MATTERS (0.2); SUPPLIER UPDATE (0.2).
HERRIOTT AV	11/09/05	0.70	UPDATE RE SUPPLIER ISSUES INCLUDING JAMAC AND AK STEEL (0.5); REVIEW SETOFF ISSUES (0.2).
HERRIOTT AV	11/10/05	0.60	NEGOTIATE WITH SUPPLIERS (0.6).
HERRIOTT AV	11/11/05	0.80	FOLLOW UP ON SUPPLIER ISSUE (0.5); REVIEW SUPPLIER ISSUES OF TWO SUPPLIERS WITH T. BURLESON (0.3).
HERRIOTT AV	11/14/05	0.30	NEGOTIATE SUPPLIER ISSUES (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	11/15/05	1.60	EDIT KEY SETTLEMENT AGREEMENT (0.7); CONFER WITH S. BOYD RE SAME (0.2); CONFER WITH T. BURLERSON RE SAME (0.2); ADDRESS SUPPLIER CONCERNS (0.2); ANSWER QUESTIONS RE SHIPPER (0.3).
HERRIOTT AV	11/16/05	0.90	FOLLOW UP ON ESSENTIAL SUPPLIER MATTERS (0.9).
HERRIOTT AV	11/17/05	1.90	BEGIN RESPONDING TO SUPPLIER ISSUE (0.5); EDIT CONTRACT ASSUMPTION MOTION (1.4).
HERRIOTT AV	11/18/05	0.40	RESPOND TO SUPPLIER CALLS/ISSUES (0.3) REVIEW ASSUMPTION MOTION (0.1).
HERRIOTT AV	11/21/05	1.80	REVIEW ASSUMPTION MOTION AND RELATED QUESTIONS AND ADDRESS CONCERNS FROM SUPPLIERS (0.7); ADDRESS SUPPLIER QUESTIONS (0.8); CONFER WITH ADDITIONAL SUPPLIERS (0.3).
HERRIOTT AV	11/22/05	2.70	ADDRESS POTENTIAL OBJECTIONS OF SUPPLIERS TO SUPPLIER AGREEMENT ASSUMPTION PROCEDURES MOTION (1.8); CONDUCT FOLLOW UP RESEARCH (0.7); RESEARCH CUSTOMS ISSUE RE RECEIPT OF GOODS FROM SUPPLIERS (0.2).
HERRIOTT AV	11/23/05	4.40	WORK TO RESOLVE OBJECTIONS TO SUPPLIER AGREEMENT ASSUMPTION MOTION (4.4).
HERRIOTT AV	11/26/05	2.70	RESEARCH CASELAW FOR RESPONSE TO OBJECTIONS TO ASSUMPTION MOTION (2.7).
HERRIOTT AV	11/27/05	7.20	EDIT EXHIBITS TO SUPPLIER AGREEMENT ASSUMPTION RESPONSE TO OBJECTIONS (6.1); DRAFT LIST OF NOTICE PARTIES (1.1).
HERRIOTT AV	11/28/05	10.90	PREPARE FOR HEARING ON SUPPLIER AGREEMENT ASSUMPTION MOTION INCLUDING RESOLVING OBJECTIONS AND MEETING AND CONFERRING WITH OBJECTORS (3.4); UPDATING OBJECTION CHARTS (1.2); AND ASSEMBLING EXHIBITS AND OTHER HEARING DOCUMENTS (5.8); CONFER WITH VARIOUS SUPPLIERS RE OTHER ISSUES OF PAYMENT UNDER ESSENTIAL SUPPLIER MOTION (0.5).
HERRIOTT AV	11/29/05	0.60	FINAL HEARING PREPARATION FOR HEARING ON SUPPLIER ASSUMPTION MOTION (0.6).
HERRIOTT AV	11/30/05	2.60	ASSIST IN REDRAFTING OF SUPPLIER AGREEMENT ASSUMPTION ORDER (2.0); REVIEW SUPPLIER TRIAL EXHIBIT BINDER ISSUE (0.1); GATHER INFORMATION RE QUAKER SUPPLIER AGREEMENT (0.4); ADDRESS CONCERN OF PLASTICS SUPPLIER (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**79.20**

MEISLER RE	10/14/05	0.10	TELECONFERENCE WITH COUNSEL TO SUPPLIER RE REQUEST TO BE AN ESSENTIAL SUPPLIER (0.1).
MEISLER RE	10/17/05	1.80	ATTENTION TO SUPPLIER ISSUES AND CONFERENCE WITH R. BAXTER RE SAME (1.8).
MEISLER RE	10/18/05	3.40	TELECONFERENCE WITH M. EIDELMAN RE ESSENTIAL SUPPLIERS (0.3); TELECONFERENCE WITH I. GOLDBERG, COUNSEL TO FABRICATOR RE SAME (2.8); ATTENTION TO OTHER SUPPLIER MATTERS (0.3).
MEISLER RE	10/19/05	3.20	WORKED ON SUPPLIER MATTERS RE SETTLEMENTS (3.2).
MEISLER RE	10/20/05	4.00	CONFERENCE WITH R. REESE RE SUPPLIER ISSUES (0.3); ATTENTION TO SAME (1.9); REVIEWED AND ANALYZED SET OFF ISSUE AND DRAFTED NOTES IN RESPONSE TO M. MCGUIRE INQUIRY (1.3); REVIEWED SETTLEMENT AGREEMENT WITH FOREIGN VENDORS (0.5).
MEISLER RE	10/21/05	1.40	ATTENTION TO SUPPLIER ISSUES, INCLUDING RESPONDING TO STOP-SHIP THREATS (1.4).
MEISLER RE	10/24/05	2.60	ATTENTION TO SUPPLIER MATTERS (1.9); CONFERENCE WITH K. CRAFT RE SAME (0.5); TELECONFERENCE WITH M. FUKUDA RE SAME (0.2).
MEISLER RE	10/31/05	1.00	REVIEWED SUPPLIER AGREEMENT (0.5); TELECONFERENCE WITH D. PARSHALL RE SAME (0.3); REVIEW INQUIRY RE CUSTOMER PROGRAMS AND DRAFT RESPONSE RE SAME (0.2).
MEISLER RE	11/02/05	0.20	TELECONFERENCE WITH SUPPLIER (0.2).
MEISLER RE	11/03/05	9.70	REVIEWED AND REVISED RESPONSE RE ESSENTIAL SUPPLIER (2.9); WORKED WITH R. EISENBERG AND K. CRAFT RE WITNESS PREPARATION AND WITNESS OUTLINES IN SUPPORT OF ESSENTIAL SUPPLIERS (3.5); BEGAN DRAFTING DRAFTING PROFFER AND Q&A RE FOR R. EISENBERG RE SAME (2.0); PARTICIPATED IN PREPARATION OF WITNESSES AND STRATEGY SESSION RE SAME (1.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	11/04/05	4.80	IN CONNECTION WITH PREPARATION FOR ESSENTIAL SUPPLIERS CONTESTED HEARING, CONTINUED DRAFTING AND FINALIZED R. EISENBERG PROFFER (2.5); REVIEWED AND REVISED AND FINLIZED R. EISENBERG Q&A (0.7); REVIEWED AND REVISED SCRIPT (0.5); REVIEWED AND REVISED J. SHEEHAN PROFFER (0.3); REVIEWED REVISED J. SHEEHAN Q&A (0.2); CONFERENCES WITH R. EISENBERG (0.6).
MEISLER RE	11/07/05	0.80	TELECONFERENCE WITH S. CORCORAN AND K. CRAFT RE ANALYSIS OF EFFECTS OF CONTRACT EXTENSION (0.2); DRAFTED LANGUAGE FOR K. CRAFT RE RESERVATION OF RIGHTS UNDER SECTION 365 (0.2); TELECONFERENCE WITH R. REESE RE VENDOR MATTERS (0.4).
MEISLER RE	11/08/05	0.50	ATTENTION TO SUPPLIER MATTERS (0.5).
MEISLER RE	11/16/05	0.10	TELECONFERENCE WITH K. CRAFT RE VENDOR MATTERS (0.1).
MEISLER RE	11/17/05	2.80	TELECONFERENCES WITH R. REESE RE ASSUMPTION MOTION (0.5); CONFERENCE WITH INTERNAL TEAM RE STRATEGY AND REVISIONS TO SAME (2.3).
MEISLER RE	11/18/05	0.60	TELECONFERENCES WITH K. CRAFT RE VENDOR MATTERS (0.1); REVIEW ASSUMPTION MOTION (0.5).
MEISLER RE	11/21/05	0.10	TELECONFERENCE WITH K. CRAFT RE SUPPLIER INQUIRY (0.1).
MEISLER RE	11/22/05	0.10	TELECONFERENCE WITH K. CRAFT RE SUPPLIER INQUIRY (0.1).
MEISLER RE	11/25/05	1.40	REVIEW OBJECTIONS TO ASSUMPTION PROCEDURES MOTION (1.3); REVIEW STATEMENT IN SUPPORT FILED BY UAW RE SAME (0.1).
MEISLER RE	11/26/05	1.10	CONTINUED REVIEW OF SUPPLIER OBJECTIONS TO ASSUMPTION PROCEDURES MOTION (1.1).
		<b>39.70</b>	
MICHELI MJ	10/24/05	0.30	REVIEW AND ANALYSIS OF ESSENTIAL SUPPLIER REQUEST (0.3).
MICHELI MJ	11/01/05	3.00	IN CONNECTION WITH SUPPLIERS CONTRACTS, BEGAN RESEARCH RE AUTOMATIC STAY (3.0).
MICHELI MJ	11/02/05	0.70	BEGAN REVIEW OF CORRESPONDENCE WITH PENN UNITED RE PURPORTED TERMINATION OF SUPPLIER CONTRACTS (0.5); TELECONFERENCE WITH R. BAXTER RE SAME (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	11/04/05	3.00	REVIEW OF CORRESPONDENCE RE PURCHASE CONTRACT AND PURPORTED TERMINATION (0.4); REVIEW OF CONTRACTS RE SAME (0.6); TELECONFERENCE WITH R. BAXTER RE SAME (0.2); IN CONNECTION WITH TERMINATION FOR BREACH OF CONTRACT, BEGAN RESEARCH RE MATERIAL BREACH AND RIGHTS UNDER UCC (1.8).
MICHELI MJ	11/06/05	1.70	IN CONNECTION WITH TERMINATION FOR BREACH OF CONTRACT, CONTINUED RESEARCH RE MATERIAL BREACH AND RIGHTS UNDER UCC (1.7).
MICHELI MJ	11/07/05	2.20	BEGAN REVIEW OF TERMS SETTLEMENT AGREEMENT BETWEEN DELPHI AND SUPPLIER RE COMMENTS RECEIVED FROM SUPPLIER (0.2); IN CONNECTION WITH A SUPPLIER'S ATTEMPTED TERMINATION OF AGREEMENT, CONTINUED RESEARCH RE MATERIAL BREACH (2.0).
MICHELI MJ	11/08/05	1.10	TELECONFERENCE WITH K. CRAFT RE LIEN ISSUES (0.2); IN CONNECTION WITH ATTEMPTED TERMINATION OF CONTRACT BY SUPPLIER, RESEARCH RE MATERIAL BREACH (0.9).
MICHELI MJ	11/09/05	1.30	CONTINUED REVIEW OF SUPPLIER MATERIALS IN CONNECTION WITH WITH ATTEMPTED TERMINATION OF CONTRACT RE MATERIAL BREACH (0.4); TELECONFERENCE WITH R. BAXTER RE SAME (0.3); IN CONNECTION WITH ATTEMPTED TERMINATION OF CONTRACT, RESEARCH RE MATERIAL BREACH (0.5). BEGAN REVIEW OF SUPPLIER AGREEMENT (0.1).
MICHELI MJ	11/10/05	4.30	TELECONFERENCE WITH K. LIPSKI RE AGREEMENT (0.2); TELECONFERENCE WITH K. CRAFT RE SAME (0.1); MADE REVISIONS TO AGREEMENT (1.5); BEGAN REVIEW OF UCC FINANCING STATEMENTS (1.2); CORRESPONDENCE RE SAME (0.5); CONTINUED RESEARCH RE CONTRACT TERMINATION (0.8).
MICHELI MJ	11/21/05	0.80	BEGAN DRAFTING R. EISENBERG DECLARATION RE SUPPLIER ASSUMPTION PROCEDURES MOTION (0.8).
MICHELI MJ	11/22/05	5.80	CONTINUED DRAFTING R. EISENBERG DECLARATION RE SUPPLIER ASSUMPTION PROCEDURES MOTION (3.1); BEGAN REVIEW OF INFORMATION ON R. EISENBERG'S BACKGROUND FOR INCLUSION IN DECLARATION (0.8); BEGAN REVISIONS TO EISENBERG'S DECLARATION RE COMMENTS RECEIVED (0.8); BEGAN REVIEW OF OF MOTION AND ORDER RE SUPPLIER ASSUMPTION PROCEDURES (1.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	11/23/05	2.70	CONTINUED DRAFTING R. EISENBERG DECLARATION RE SUPPLIER ASSUMPTION PROCEDURES MOTION (1.3); TELECONFERENCE WITH R. EISENBERG AND A. FRANKUM RE SAME (0.5); REVIEW OF MATERIALS TO BE PRODUCED IN CONNECTION WITH SUPPLIER ASSUMPTION PROCEDURES MOTION DISCOVERY (0.9).
MICHELI MJ	11/25/05	1.90	TELECONFERENCE WITH S. CORCORAN, J. PAPELIAN, K. CRAFT. R. EISENBERG, J. LYONS AND D. SPRINGER RE DISCOVERY MATTERS IN CONNECTION WITH THE SUPPLIER ASSUMPTION PROCEDURES MOTION (1.1); REVISE DECLARATION OF R. EISENBERG RE COMMENTS FROM TELECONFERENCE (0.8).
MICHELI MJ	11/27/05	5.50	PREPARE MATERIALS DISCOVERY MATERIALS FOR MEETING WITH R. EISENBERG AND A. FRANKUM RE EISENBERG DEPOSITION (0.9); MEETING WITH R. EISENBERG AND A. FRANKUM RE EISENBERG DEPOSITION (1.9); REVIEW R. EISENBERG DECLARATION (0.4); REVIEW COMMENTS TO REPLY RE SUPPLIER ASSUMPTION PROCEDURES MOTION (0.5); REVIEW DOCUMENTS PRODUCED IN CONNECTION WITH OBJECTIONS TO SUPPLIER ASSUMPTION PROCEDURES MOTION (1.3); BEGAN PREPARING TRIAL EXHIBITS FOR RE SUPPLIER ASSUMPTION PROCEDURES MOTION (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	11/28/05	15.90	BEGAN REVISIONS TO SUPPLIER ASSUMPTION PROCEDURES FORM AGREEMENT RE CONFORMING REVISIONS TO ORDER (1.6); REVIEW OF FINAL DECLARATIONS OF R. EISENBERG, D. NELSON AND J. SHEEHAN (0.7); BEGAN PREPARING EXHIBIT FOR DEPOSITIONS RE EXAMPLES OF SUPPLIER NEGOTIATIONS (1.3); REVIEWED SUPPLIER CORRESPONDENCE RE REVISIONS TO SUPPLIER ASSUMPTION PROCEDURES ORDER (0.9); MEETING WITH A. FRANKUM RE SUPPLEMENTAL DECLARATION OF R. EISENBERG (1.1); BEGAN DRAFTING SUPPLEMENTAL DECLARATION OF R. EISENBERG (1.5); BEGAN PREPARING BINDER OF TRIAL EXHIBITS FOR SUPPLIER ASSUMPTION PROCEDURES MOTION (2.9); PREPARED REVISED SUPPLIER ASSUMPTION PROCEDURES ORDER FOR FILING (0.5); ANALYSIS OF REVISED ORDER RE SUPPLIER ASSUMPTION PROCEDURES (1.1); DRAFTED CORRESPONDENCE RE SAME (0.3); MEETING WITH R. EISENBERG RE SUPPLEMENTAL DECLARATION (0.2); BEGAN REVIEW AND ANALYSIS OF DEMONSTRATIVE EXHIBITS TO BE USED FOR HEARING RE SUPPLIER ASSUMPTION PROCEDURES MOTION (1.5); PREPARED TRANSCRIPTS OF DEPOSITIONS TAKEN IN CONNECTION WITH SUPPLIER ASSUMPTION PROCEDURES (0.6); REVISED SUPPLEMENTAL DECLARATION OF R. EISENBERG RE COMMENTS RECEIVED (1.7).
MICHELI MJ	11/29/05	3.20	REVIEW OF DEPOSITION TRANSCRIPTS RE SUPPLIER ASSUMPTION PROCEDURES MOTION (0.9); FINALIZED BINDER OF EXHIBITS FOR TRIAL RE SUPPLIER ASSUMPTION PROCEDURES MOTION (0.7); BEGAN DRAFTING ABSTRACT OF SZLEZINGER DEPOSITION (0.6); DRAFTED Q&A FOR R. EISENBERG DECLARATION (0.7); UPDATED R. EISENBERG PROFFER RE DEMONSTRATIVE EXHIBITS TO BE USED AT TRIAL (0.3).
		53.40	
REESE RG	10/08/05	4.70	REVISE DRAFT COMPLAINT (1.3); REVISE DRAFT MEMORANDUM OF LAW (2.0); REVISE DRAFT MOTION FOR TEMPORARY RESTRAINING ORDER (0.7); REVISE DRAFT SETTLEMENT AGREEMENTS (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	10/09/05	8.80	MEETING WITH C. ASBURY AND OTHERS RE FOREIGN VENDOR ISSUES (0.4); ATTENTION TO REVISIONS TO SETTLEMENT AGREEMENTS (2.3); ATTENTION TO ISSUES RE LOGISTICS PROVIDERS (0.8); MEETINGS WITH J. FREEMAN AND OTHERS RE SAME (0.5); ATTENTION TO CONFLICTS ISSUES RE SUPPLIER ISSUES (0.6); DRAFT LETTERS RE SAME (1.3); LEGAL RESEARCH RE SAME (0.7); ATTENTION TO ISSUES RE SUPPLIER (1.3); DRAFT EMAIL CONFIRMATIONS OF AGREEMENTS (0.9).
REESE RG	10/10/05	17.10	PARTICIPATE IN NUMEROUS TELECONFERENCES AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (7.9); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (9.2).
REESE RG	10/11/05	15.90	PARTICIPATE IN NUMEROUS TELECONFERENCES AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (7.7); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (8.2).
REESE RG	10/12/05	13.40	PARTICIPATE IN NUMEROUS TELECONFERENCES AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (8.9); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (4.5).
REESE RG	10/13/05	12.70	PARTICIPATE IN NUMEROUS TELECONFERENCES AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (8.3); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (4.4).
REESE RG	10/14/05	8.80	PARTICIPATE IN NUMEROUS TELECONFERENCES AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (5.1); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (3.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	10/15/05	0.80	REVIEW SUPPLIER SETTLEMENT AGREEMENTS (0.7); CONVERSATION WITH L. SEARS RE SUPPLIER ISSUES (0.1).
REESE RG	10/17/05	14.60	PARTICIPATE IN NUMEROUS CALLS AND TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (8.4); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (6.2).
REESE RG	10/18/05	15.90	PARTICIPATE IN NUMEROUS CALLS AND TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (8.8); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (7.1).
REESE RG	10/19/05	11.70	PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (6.8); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (3.0); LEGAL RESEARCH RE SAME (1.9).
REESE RG	10/20/05	12.30	PARTICIPATE IN NUMEROUS CALLS AND TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (6.2); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (4.6); DRAFT AND COORDINATE FILING AND SERVICE OF NOTICE OF WAIVER AND ORDER TO SHOW CAUSE RE SCHMIDT TECH. (1.5).
REESE RG	10/21/05	12.10	PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (7.5); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (4.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	10/24/05	9.70	PARTICIPATE IN NUMEROUS CALLS AND TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (5.3); MEETING WITH REPRESENTATIVES OF SUPPLIER (0.8); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (3.6).
REESE RG	10/25/05	12.10	PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (8.3); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (3.8).
REESE RG	10/26/05	8.20	PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (5.0); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (3.2).
REESE RG	10/27/05	9.10	PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (6.2); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (2.9).
REESE RG	10/28/05	7.30	PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (5.5); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (1.8).
REESE RG	10/31/05	8.50	PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (4.8); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (3.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	11/01/05	12.60	PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (8.3); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (4.3).
REESE RG	11/02/05	14.10	PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (7.2); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (4.1); DRAFT RESPONSE TO COMMITTEE STATEMENT RE ESSENTIAL SUPPLIERS AND FOREIGN CREDITORS MOTIONS (2.8).
REESE RG	11/03/05	14.30	PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (6.1); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (6.5); REVISE RESPONSE TO COMMITTEE STATEMENT RE ESSENTIAL SUPPLIERS AND FOREIGN CREDITORS MOTIONS (1.7).
REESE RG	11/04/05	6.80	PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (5.1); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (1.7).
REESE RG	11/07/05	8.80	PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (4.1); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (4.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	11/08/05	9.90	DRAFT DOCUMENTS RE UNILATERAL SETOFF ACTIONS TAKEN BY CUSTOMERS/SUPPLIERS (1.3); PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (3.7); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (4.9).
REESE RG	11/09/05	10.90	PARTICIPATE IN MEETING RE ORDERS TO SHOW CAUSE AND SUPPLIER LITIGATION ISSUES (1.7); PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (4.1); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (5.1).
REESE RG	11/10/05	12.50	PARTICIPATE IN MEETING RE EXPIRING CONTRACT ISSUES (2.6); PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (4.2); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (5.7).
REESE RG	11/11/05	7.80	PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (3.1); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (4.7).
REESE RG	11/12/05	5.80	DRAFT CHART SUMMARIZING UNILATERAL SETOFF ACTIONS TAKEN (1.2); REVISE PRESENTATION MATERIALS FOR DTM MEETING RE SUPPLIER MATTERS (3.3); REVIEW AND REVISE AGREEMENTS RE SUPPLIER SETTLEMENTS (0.8); RESPOND TO VARIOUS SUPPLIER-RELATED QUESTIONS (0.5).
REESE RG	11/13/05	5.90	DRAFT LETTER RE LOGISTICS FINAL SETTLEMENTS (0.6); REVISE AND FINALIZE PRESENTATION TO DTM RE SUPPLIER MATTERS (2.5); REVIEW AND REVISE AGREEMENTS RE SUPPLIER SETTLEMENTS (2.2); ATTENTION TO SETOFF REQUESTS (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	11/14/05	6.30	PARTICIPATE IN CONFERENCE CALL RE SETOFF (0.9); ATTENTION TO ISSUES RE SETOFF (0.3); PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (3.8); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (1.3).
REESE RG	11/15/05	15.40	PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (4.9); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (5.2); DRAFTING OF SUPPLIER AGREEMENT ASSUMPTION PROCEDURES MOTION AND RELATED DOCUMENTS (5.3).
REESE RG	11/16/05	9.10	PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (3.5); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (2.8); REVIEW AND REVISE SUPPLIER ASSUMPTION PROCEDURES MOTION AND RELATED DOCUMENTS (2.2); CONVERSATIONS RE SAME (0.6).
REESE RG	11/17/05	19.90	ATTENTION TO ISSUES RE CLAIMS FOR SETOFF (1.1); PARTICIPATE IN NUMEROUS TELECONFERENCES AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (4.9); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (4.3); REVIEW AND REVISE SUPPLIER AGREEMENT ASSUMPTION MOTION AND RELATED DOCUMENTS (9.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	11/18/05	14.70	ATTENTION TO ISSUES RE ORDER TO SHOW CAUSE RE AMR (0.6); PARTICIPATE IN CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (1.3); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (1.2); REVISE AND FINALIZE SUPPLIER AGREEMENT ASSUMPTION MOTION (7.9); MEETINGS AND CALLS RE SAME (2.3); ATTENTION TO ISSUES RE FILING AND SERVICE RE SAME (1.4).
REESE RG	11/19/05	3.60	CONFERENCE CALL RE SUPPLIER AGREEMENT ASSUMPTION PROCEDURES MOTION (0.8); DRAFT DOCUMENTS RE SAME FOR USE BY GSM AND SITRICK (2.8).
REESE RG	11/20/05	3.50	REVIEW AND REVISE DOCUMENTS RE SUPPLIER AGREEMENT ASSUMPTION MOTION (3.5).
REESE RG	11/21/05	12.60	REVIEW OF MATERIALS RE ORDERS TO SHOW CAUSE IN PREPARATION FOR 11/29 HEARING (0.4); ATTENTION TO PREPARATION OF MATERIALS IN SUPPORT OF SUPPLIER ASSUMPTION PROCEDURES MOTION (1.9); REVIEW OF DOCUMENTS RE SAME (0.8); PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (5.6); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (3.9).
REESE RG	11/22/05	5.90	ATTENTION TO AND REVIEW OF DOCUMENTS RE COMMUNICATIONS RE SUPPLIER AGREEMENT ASSUMPTION PROCEDURES MOTION (0.7); PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (1.7); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (3.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	11/23/05	11.40	REVIEW AND PREPARATION OF MATERIALS RESPONSIVE TO DOCUMENT REQUESTS FROM COMMITTEE AND WTC RE SUPPLIER AGREEMENT ASSUMPTION PROCEDURES MOTION (SAAP) (3.9); TELECONFERENCES AND EMAILS WITH COUNSEL TO NUMEROUS OBJECTING OR POTENTIALLY-OBJECTING SUPPLIERS RE SAME (3.4); CONTINUED DRAFTING OF DECLARATIONS IN SUPPORT OF SAME (2.7); ATTENTION TO ISSUES RE SETOFF CLAIMS (0.6); ATTENTION TO ISSUES RE SUPPLIER AGREEMENTS (0.5); ATTENTION TO ORDERS TO SHOW CAUSE AND PREPARATION FOR 11/29 HEARING (0.3).
REESE RG	11/24/05	1.60	REVIEW OBJECTIONS AND OTHER DOCUMENTS FILED RE SUPPLIER AGREEMENT ASSUMPTION PROCEDURES MOTION (0.7); PLANNING OF RESPONSE TO SAME (0.9).
REESE RG	11/25/05	11.40	REVIEW OBJECTIONS TO SUPPLIER AGREEMENT ASSUMPTION MOTION (3.9); BEGIN DRAFTING RESPONSE TO OBJECTIONS TO SUPPLIER AGREEMENT ASSUMPTION MOTION (4.2); ATTENTION TO DISCOVERY ISSUES RE SUPPLIER AGREEMENT ASSUMPTION MOTION AND PRODUCTION OF DOCUMENTS RELATED THERETO (3.3).
REESE RG	11/26/05	7.50	CONTINUE DRAFTING RESPONSE TO OBJECTIONS TO SUPPLIER AGREEMENT ASSUMPTION MOTION (7.5).
REESE RG	11/27/05	16.20	CONTINUE DRAFTING RESPONSE TO OBJECTIONS TO SUPPLIER AGREEMENT ASSUMPTION MOTION AND EXHIBITS THERETO (16.2).
REESE RG	11/28/05	17.40	REVISE RESPONSE TO OBJECTIONS TO SUPPLIER AGREEMENT ASSUMPTION MOTION AND EXHIBITS THERETO AND COORDINATE FILING THEREOF (6.3); NEGOTIATE WITH OBJECTING PARTIES AND PARTICIPATE IN MEET AND CONFER WITH SUCH PARTIES (2.2); PREPARE FOR HEARING ON SUPPLIER AGREEMENT ASSUMPTION MOTION (8.9).
REESE RG	11/29/05	9.40	PREPARE FOR COURT HEARING ON SUPPLIER AGREEMENT ASSUMPTION MOTION (1.7); ATTEND HEARING ON SUPPLIER AGREEMENT ASSUMPTION MOTION AND ON OTHER MOTIONS AND NEGOTIATE WITH OBJECTORS TO SUPPLIER AGREEMENT ASSUMPTION MOTION DURING COURSE OF SUCH HEARING AND ON BREAKS (7.2); ATTEND TO VARIOUS ISSUES RELATING TO SUPPLIER AGREEMENT ASSUMPTION MOTION FOLLOWING HEARING (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	11/30/05	7.20	REVISE ORDER RE SUPPLIER AGREEMENT ASSUMPTION PROCEDURES (1.9); RESPOND TO CALLS AND EMAILS RE SAME (0.8); PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (2.3); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (2.2).
		<b>486.20</b>	
TOUSSI S	10/10/05	4.70	PREPARE AND EDIT PROFFERS FOR ESSENTIAL VENDOR MOTION AND WITNESS Q/AS (3.5); REVIEW FTI DRAFT PROFFER AND SLIDE PRESENTATION RE SAME (1.2).
TOUSSI S	10/19/05	1.50	ADDRESS ISSUES RE VARIOUS SUPPLIERS, INCLUDING SPECMO MOTION TO LIFT THE STAY FOR SETOFF (1.0); ADDRESS ISSUES RE VENDOR (0.5).
TOUSSI S	10/20/05	1.30	ADDRESS ISSUES RE FILING ORDERS TO SHOW CAUSE AND WAIVER (0.4); ADDRESS SUPPLIER ISSUES RELATED TO MARKETING COMPANY AND SPECMO AUTO PARTS (0.9).
TOUSSI S	10/24/05	0.30	ADDRESS ISSUES RE MARKETING VENDOR (0.3).
TOUSSI S	10/28/05	0.50	ADDRESS VARIOUS SUPPLIER ISSUES (0.5).
TOUSSI S	11/03/05	4.20	ADDRESS HEARING PREP ISSUES WITH RESPECT TO ESSENTIAL SUPPLIERS AND FOREIGN VENDORS (1.2); PREPARE AND EDIT EISENBERG PROFFER IN CONNECTION WITH REPLY TO ESSENTIAL SUPPLIER MOTION AND FOREIGN CREDITOR OBJECTIONS (3.0).
TOUSSI S	11/04/05	3.10	EDIT AND REVISE PROFFER AND Q/A FOR EISENBERG IN CONNECTION WITH SUPPLIER ISSUES AND FOREIGN CREDITORS MOTION (3.1).
TOUSSI S	11/15/05	1.40	ADDRESS AND RESOLVE ISSUES WITH CERTAIN SUPPLIERS AS TO FAILURE TO PAY AMOUNTS OWED TO DEBTORS (1.4).
TOUSSI S	11/28/05	7.40	EDIT AND REVISE SCRIPS/PROFFERS FOR SPECMO, DBM, MEANS INDUSTRIES, TRICON, DAIMLER CHRYSLER AND OTHER SETOFF CLAIMS (3.2); ADDRESS AND RESOLVE ISSUES RE ORDER TO SHOW CAUSE MOTIONS AND VARIOUS SETTLEMENT PROPOSALS (2.2), PREPARE PROFFERS FOR EACH OF THE OSC MOTIONS (2.0).

**24.40**

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	11/25/05	8.80	DRAFT SUMMARY CHARTS, INCLUDING REVIEWING DOCKET AND RELEVANT OBJECTIONS, ALL OBJECTIONS TO SOLE SUPPLIER AGREEMENT MOTION OVER 50 OBJECTIONS (8.8).
ZALTZMAN H*	11/26/05	9.60	CONTINUED PUTTING SOLE SUPPLIER ASSUMPTION MOTION CHART (9.6).
ZALTZMAN H*	11/28/05	3.10	CREATE NEW CHARTS FOR LATE, FINAL DAY OBJECTIONS TO SOLE SUPPLIER MOTION (2.5); REVIEW CHARTS OF OBJECTION (0.6).
		<b>21.50</b>	
<b>Total Associate/Law Clerk</b>		<b>711.40</b>	
DEMMA J	10/08/05	2.10	ASSIST ATTORNEY WITH SUPPLIER RELATED MATTERS (2.1).
DEMMA J	10/09/05	7.70	PREPARE CASE LAW MATERIALS RE TEMPORARY RESTRAINING ORDER (3.6); REVIEW OF RELATED PARTIES (2.7); PREPARE MATERIALS FOR ATTORNEY REVIEW (1.4).
DEMMA J	10/10/05	3.20	PREPARE FORM LETTERS RE VENDOR RELATED MATTERS (1.1); PREPARE MATERIALS FOR ATTORNEY REVIEW (2.1).
DEMMA J	10/11/05	6.20	ASSIST ATTORNEY WITH VENDOR RELATED MATTERS (6.2).
DEMMA J	11/28/05	4.40	PREPARE CHART OF OBJECTING ATTORNEYS FOR NOVEMBER 29, 2005 OMNIBUS HEARING (2.3); PREPARE EXHIBITS TO SUPPLIER ASSUMPTION PROCEDURE MOTION FOR NOVEMBER 29, 2005 OMNIBUS HEARING (2.1).
DEMMA J	11/29/05	10.20	PREPARE FOR/ATTEND NOVEMBER 29, 2005 OMNIBUS HEARING (10.2).
		<b>33.80</b>	
SALAZAR AG	11/18/05	3.80	PREPARE, ELECTRONICALLY FILE AND COORDINATE SERVICE OF ASSUMPTION PROCEDURES MOTION (3.8).
		<b>3.80</b>	
ZSOLDOS AF	11/11/05	1.00	SEARCHING TRANSCRIPT OF 11/4 HEARING FOR REFERENCES TO FOREIGN CREDITORS AND ESSENTIAL SUPPLIERS (1.0).
		<b>1.00</b>	
<b>Total Legal Assistant</b>		<b>38.60</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ROMAN JJ	11/28/05	4.20	PREPARE ASSUMPTION PROCEDURES ORDERS FOR ATTORNEYS (0.9); REVIEW AND PREPARE RESPONSES TO SUPPLIER AGREEMENT PROCEDURES AND INDEX FOR ATTORNEY BINDERS (2.1); PREPARE SOLE SOURCE SUPPLIER AGREEMENTS AND ARRANGE SETS FOR MEETING RE SAME (1.2).
ROMAN JJ	11/29/05	4.90	ASSIST WITH PREPARATION DOCUMENTS, BINDERS AND COURT EXHIBITS FOR HEARING RE SECOND OMNIBUS HEARING (2.4); ASSIST WITH DOCUMENT REVIEW (0.9).
		9.10	
Total Legal Assistant Support		9.10	
TOTAL TIME		<u>1,273.40</u>	

\* Law clerks are law school graduates who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Supplier Matters**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	10/14/05	Reese RG	262.20
Air/Rail Travel - vendor feed	10/15/05	Reese RG	160.18
Air/Rail Travel - vendor feed	10/19/05	Lyons JK	917.31
Air/Rail Travel - vendor feed	10/19/05	Lyons JK	-872.30
Air/Rail Travel - vendor feed	10/20/05	Herriott AV	385.00
Air/Rail Travel - vendor feed	10/23/05	Reese RG	769.99
Air/Rail Travel - vendor feed	10/23/05	Reese RG	45.00
Air/Rail Travel - vendor feed	10/24/05	Lyons JK	674.56
Air/Rail Travel - vendor feed	10/28/05	Lyons JK	385.00
Air/Rail Travel - vendor feed	10/31/05	Lyons JK	917.31
Air/Rail Travel - vendor feed	10/31/05	Reese RG	412.43
Air/Rail Travel - vendor feed	10/31/05	Reese RG	45.00
Air/Rail Travel - vendor feed	11/06/05	Reese RG	278.40
Air/Rail Travel - vendor feed	11/06/05	Reese RG	45.00
Air/Rail Travel - vendor feed	11/08/05	Reese RG	531.24
Air/Rail Travel - vendor feed	11/09/05	Lyons JK	917.31
Air/Rail Travel - vendor feed	11/14/05	Lyons JK	917.31
Air/Rail Travel - vendor feed	11/14/05	Reese RG	805.68
Air/Rail Travel - vendor feed	11/16/05	Lyons JK	163.20
Air/Rail Travel - vendor feed	11/17/05	Lyons JK	160.20
Air/Rail Travel - vendor feed	11/17/05	Lyons JK	-115.20

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	11/17/05	Lyons JK	115.20
Air/Rail Travel - vendor feed	11/18/05	Lyons JK	425.01
Air/Rail Travel - vendor feed	11/20/05	Reese RG	364.42
Air/Rail Travel - vendor feed	11/26/05	Reese RG	1,178.51
Air/Rail Travel - vendor feed	11/27/05	Lyons JK	567.29
Air/Rail Travel - vendor feed	11/27/05	Lyons JK	816.86
Air/Rail Travel - vendor feed	11/28/05	Lyons JK	665.26
Air/Rail Travel - vendor feed	11/28/05	Lyons JK	487.17
Air/Rail Travel - vendor feed	11/28/05	Lyons JK	-665.26
Air/Rail Travel - vendor feed	11/28/05	Lyons JK	-487.17
Air/Rail Travel - vendor feed	11/29/05	Reese RG	4.20
Air/Rail Travel - vendor feed	11/30/05	Lyons JK	491.37
Air/Rail Travel - vendor feed	11/30/05	Toussi S	1,301.91
Air/Rail Travel - vendor feed	11/30/05	Reese RG	323.41
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$13,393.00</b>
In-house Reproduction	10/14/05	Copy Center, D	69.66
In-house Reproduction	10/18/05	Copy Center, D	12.79
In-house Reproduction	10/21/05	Copy Center, D	0.80
In-house Reproduction	10/25/05	Copy Center, D	1.50
In-house Reproduction	10/25/05	Copy Center, D	7.20
In-house Reproduction	10/25/05	Copy Center, D	9.89
In-house Reproduction	10/26/05	Copy Center, D	20.09
In-house Reproduction	10/28/05	Copy Center, D	18.39
In-house Reproduction	11/01/05	Copy Center, D	43.97
In-house Reproduction	11/04/05	Copy Center, D	15.49
In-house Reproduction	11/04/05	Copy Center, D	14.09

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/08/05	Copy Center, D	44.28
In-house Reproduction	11/11/05	Copy Center, D	1.50
In-house Reproduction	11/15/05	Copy Center, D	0.70
In-house Reproduction	11/18/05	Copy Center, D	2.30
In-house Reproduction	11/29/05	Copy Center, D	328.92
In-house Reproduction	11/29/05	Copy Center, D	133.43
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$725.00</b>
Telephone Expense	10/28/05	Telecommunications, D	0.08
Telephone Expense	10/28/05	Telecommunications, D	0.03
Telephone Expense	10/28/05	Telecommunications, D	7.91
Telephone Expense	10/28/05	Telecommunications, D	10.11
Telephone Expense	10/28/05	Telecommunications, D	2.14
Telephone Expense	11/23/05	Telecommunications, D	0.07
Telephone Expense	11/23/05	Telecommunications, D	0.02
Telephone Expense	11/23/05	Telecommunications, D	0.01
Telephone Expense	11/23/05	Telecommunications, D	18.25
Telephone Expense	11/23/05	Telecommunications, D	27.61
Telephone Expense	11/23/05	Telecommunications, D	4.59
Telephone Expense	11/23/05	Telecommunications, D	0.18
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$71.00</b>
Lexis/Nexis	10/18/05	De Elizalde D	470.85
Lexis/Nexis	10/19/05	Reese RG	56.32
Lexis/Nexis	10/21/05	De Elizalde D	620.09
Lexis/Nexis	10/22/05	De Elizalde D	653.83
Lexis/Nexis	10/23/05	De Elizalde D	461.54
Lexis/Nexis	10/24/05	De Elizalde D	93.46
Lexis/Nexis	11/02/05	De Elizalde D	155.37
Lexis/Nexis	11/14/05	De Elizalde D	389.81
Lexis/Nexis	11/16/05	De Elizalde D	1,627.03
Lexis/Nexis	11/17/05	De Elizalde D	652.77
Lexis/Nexis	11/18/05	De Elizalde D	142.72
Lexis/Nexis	11/19/05	De Elizalde D	41.72
Lexis/Nexis	11/21/05	De Elizalde D	72.62

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Lexis/Nexis	11/26/05	Zaltzman H	528.87
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$5,967.00</b>
Westlaw	10/09/05	Reese RG	177.58
Westlaw	10/11/05	Reese RG	61.78
Westlaw	10/12/05	Reese RG	63.39
Westlaw	10/13/05	Reese RG	56.99
Westlaw	10/13/05	Herriott AV	195.31
Westlaw	10/17/05	Herriott AV	168.69
Westlaw	10/19/05	Reese RG	257.81
Westlaw	10/19/05	Herriott AV	119.86
Westlaw	10/20/05	Herriott AV	432.01
Westlaw	11/01/05	Reese RG	17.40
Westlaw	11/01/05	Micheli MJ	133.90
Westlaw	11/04/05	Micheli MJ	150.97
Westlaw	11/07/05	Micheli MJ	161.62
Westlaw	11/08/05	Reese RG	79.54
Westlaw	11/08/05	Meisler RE	100.36
Westlaw	11/08/05	Micheli MJ	194.14
Westlaw	11/17/05	Herriott AV	101.05
Westlaw	11/27/05	Reese RG	17.76
Westlaw	11/28/05	Reese RG	90.84
		<b>TOTAL WESTLAW</b>	<b>\$2,581.00</b>
Reproduction - color	11/28/05	Copy Center, D	132.00
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$132.00</b>
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	145.00
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$145.00</b>
Telephone - Long Distance	10/28/05	Reese RG	18.00
		<b>TOTAL TELEPHONE - LONG DISTANCE</b>	<b>\$18.00</b>
Air/Rail Travel (external)	11/14/05	Butler, Jr. J	176.56

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel (external)	11/27/05	Butler, Jr. J	229.44
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$406.00</b>
Out-of-Town Travel	10/14/05	Reese RG	1,861.37
Out-of-Town Travel	10/14/05	Reese RG	1,345.59
Out-of-Town Travel	10/14/05	Reese RG	41.14
Out-of-Town Travel	10/14/05	Reese RG	329.72
Out-of-Town Travel	10/14/05	Reese RG	282.61
Out-of-Town Travel	10/14/05	Lyons JK	153.00
Out-of-Town Travel	10/14/05	Lyons JK	153.00
Out-of-Town Travel	10/14/05	Lyons JK	378.62
Out-of-Town Travel	10/14/05	Lyons JK	378.62
Out-of-Town Travel	10/14/05	Lyons JK	1,494.29
Out-of-Town Travel	10/15/05	Reese RG	85.33
Out-of-Town Travel	10/15/05	Reese RG	6.38
Out-of-Town Travel	10/15/05	Reese RG	305.96
Out-of-Town Travel	10/16/05	Reese RG	145.58
Out-of-Town Travel	10/19/05	Meisler RE	7.66
Out-of-Town Travel	10/19/05	Meisler RE	494.93
Out-of-Town Travel	10/19/05	Meisler RE	229.61
Out-of-Town Travel	10/20/05	Herriott AV	40.00
Out-of-Town Travel	10/20/05	Reese RG	142.54
Out-of-Town Travel	10/20/05	Reese RG	542.39
Out-of-Town Travel	10/20/05	Herriott AV	315.42
Out-of-Town Travel	10/20/05	Herriott AV	1,080.27
Out-of-Town Travel	10/21/05	Lyons JK	535.92
Out-of-Town Travel	10/27/05	Reese RG	284.22
Out-of-Town Travel	10/27/05	Reese RG	89.29
Out-of-Town Travel	10/27/05	Reese RG	118.00
Out-of-Town Travel	10/27/05	Reese RG	989.87
Out-of-Town Travel	10/27/05	Lyons JK	1,076.00
Out-of-Town Travel	10/27/05	Reese RG	30.31
Out-of-Town Travel	10/27/05	Reese RG	45.62
Out-of-Town Travel	10/28/05	Lyons JK	104.00

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Travel	10/28/05	Lyons JK	394.98
Out-of-Town Travel	11/02/05	Lyons JK	190.20
Out-of-Town Travel	11/03/05	Lyons JK	590.23
Out-of-Town Travel	11/04/05	Reese RG	1,080.27
Out-of-Town Travel	11/04/05	Reese RG	423.55
Out-of-Town Travel	11/04/05	Lyons JK	104.00
Out-of-Town Travel	11/04/05	Lyons JK	1,102.04
Out-of-Town Travel	11/04/05	Lyons JK	111.92
Out-of-Town Travel	11/07/05	Reese RG	100.90
Out-of-Town Travel	11/07/05	Reese RG	247.47
Out-of-Town Travel	11/07/05	Reese RG	36.00
Out-of-Town Travel	11/08/05	Reese RG	17.75
Out-of-Town Travel	11/11/05	Reese RG	286.37
Out-of-Town Travel	11/11/05	Reese RG	78.00
Out-of-Town Travel	11/11/05	Reese RG	742.40
Out-of-Town Travel	11/11/05	Lyons JK	296.79
Out-of-Town Travel	11/11/05	Lyons JK	603.22
Out-of-Town Travel	11/11/05	Lyons JK	72.00
Out-of-Town Travel	11/14/05	Reese RG	17.75
Out-of-Town Travel	11/14/05	Butler, Jr. J	555.70
Out-of-Town Travel	11/14/05	Butler, Jr. J	9.00
Out-of-Town Travel	11/14/05	Butler, Jr. J	47.34
Out-of-Town Travel	11/14/05	Butler, Jr. J	13.34
Out-of-Town Travel	11/16/05	Lyons JK	52.00
Out-of-Town Travel	11/16/05	Lyons JK	287.51
Out-of-Town Travel	11/18/05	Herriott AV	158.64
Out-of-Town Travel	11/18/05	Herriott AV	40.00
Out-of-Town Travel	11/18/05	Herriott AV	247.47
Out-of-Town Travel	11/18/05	Reese RG	393.95
Out-of-Town Travel	11/18/05	Reese RG	989.87
Out-of-Town Travel	11/18/05	Reese RG	21.25
Out-of-Town Travel	11/18/05	Lyons JK	261.47
Out-of-Town Travel	11/18/05	Lyons JK	124.33
Out-of-Town Travel	11/18/05	Lyons JK	30.00

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Travel	11/19/05	Reese RG	135.66
Out-of-Town Travel	11/19/05	Reese RG	130.00
Out-of-Town Travel	11/20/05	Reese RG	516.03
Out-of-Town Travel	11/22/05	Reese RG	165.30
Out-of-Town Travel	11/22/05	Reese RG	10.89
Out-of-Town Travel	11/22/05	Reese RG	56.00
Out-of-Town Travel	11/27/05	Butler, Jr. J	61.00
Out-of-Town Travel	11/27/05	Butler, Jr. J	15.00
Out-of-Town Travel	11/27/05	Butler, Jr. J	525.88
Out-of-Town Travel	11/27/05	Butler, Jr. J	10.50
Out-of-Town Travel	11/27/05	Herriott AV	40.00
Out-of-Town Travel	11/29/05	Reese RG	102.00
Out-of-Town Travel	11/29/05	Reese RG	1,110.45
Out-of-Town Travel	11/30/05	Reese RG	20.25
Out-of-Town Travel	11/30/05	Lyons JK	1,692.07
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$27,406.00</b>
Messengers/ Courier	10/13/05	Dist Serv/Mail/Page, D	45.15
Messengers/ Courier	10/14/05	Dist Serv/Mail/Page, D	30.24
Messengers/ Courier	10/28/05	Dist Serv/Mail/Page, D	36.06
Messengers/ Courier	10/28/05	Dist Serv/Mail/Page, D	43.55
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$155.00</b>
Out-of-Town Meals	10/08/05	Reese RG	5.94
Out-of-Town Meals	10/09/05	Reese RG	14.12
Out-of-Town Meals	10/09/05	Reese RG	3.76
Out-of-Town Meals	10/10/05	Reese RG	5.76
Out-of-Town Meals	10/10/05	Reese RG	9.54
Out-of-Town Meals	10/11/05	Reese RG	8.73
Out-of-Town Meals	10/11/05	Reese RG	59.99
Out-of-Town Meals	10/12/05	Reese RG	27.10
Out-of-Town Meals	10/12/05	Reese RG	4.19
Out-of-Town Meals	10/13/05	Reese RG	9.07
Out-of-Town Meals	10/13/05	Reese RG	8.75
Out-of-Town Meals	10/14/05	Lyons JK	135.17

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	10/14/05	Reese RG	5.29
Out-of-Town Meals	10/14/05	Reese RG	100.70
Out-of-Town Meals	10/14/05	Reese RG	17.33
Out-of-Town Meals	10/15/05	Reese RG	6.76
Out-of-Town Meals	10/17/05	Reese RG	22.25
Out-of-Town Meals	10/17/05	Herriott AV	20.35
Out-of-Town Meals	10/18/05	Reese RG	24.28
Out-of-Town Meals	10/18/05	Reese RG	5.57
Out-of-Town Meals	10/18/05	Herriott AV	19.54
Out-of-Town Meals	10/18/05	Meisler RE	18.00
Out-of-Town Meals	10/19/05	Meisler RE	14.00
Out-of-Town Meals	10/19/05	Meisler RE	15.97
Out-of-Town Meals	10/19/05	Meisler RE	3.65
Out-of-Town Meals	10/19/05	Reese RG	82.99
Out-of-Town Meals	10/19/05	Reese RG	18.50
Out-of-Town Meals	10/19/05	Reese RG	6.14
Out-of-Town Meals	10/20/05	Reese RG	9.91
Out-of-Town Meals	10/20/05	Reese RG	14.54
Out-of-Town Meals	10/20/05	Reese RG	5.99
Out-of-Town Meals	10/20/05	Herriott AV	22.99
Out-of-Town Meals	10/20/05	Reese RG	114.02
Out-of-Town Meals	10/21/05	Lyons JK	44.99
Out-of-Town Meals	10/23/05	Reese RG	4.83
Out-of-Town Meals	10/23/05	Reese RG	57.99
Out-of-Town Meals	10/24/05	Reese RG	77.53
Out-of-Town Meals	10/24/05	Reese RG	5.99
Out-of-Town Meals	10/24/05	Reese RG	11.93
Out-of-Town Meals	10/25/05	Reese RG	7.49
Out-of-Town Meals	10/25/05	Reese RG	16.81
Out-of-Town Meals	10/25/05	Lyons JK	44.99
Out-of-Town Meals	10/27/05	Lyons JK	44.99
Out-of-Town Meals	10/27/05	Reese RG	35.33
Out-of-Town Meals	10/27/05	Reese RG	8.69
Out-of-Town Meals	10/27/05	Reese RG	5.69

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	10/31/05	Reese RG	26.26
Out-of-Town Meals	10/31/05	Reese RG	10.81
Out-of-Town Meals	11/01/05	Reese RG	7.94
Out-of-Town Meals	11/01/05	Lyons JK	44.99
Out-of-Town Meals	11/02/05	Lyons JK	44.99
Out-of-Town Meals	11/02/05	Reese RG	6.14
Out-of-Town Meals	11/02/05	Reese RG	9.58
Out-of-Town Meals	11/03/05	Herriott AV	12.78
Out-of-Town Meals	11/03/05	Herriott AV	8.42
Out-of-Town Meals	11/03/05	Reese RG	8.64
Out-of-Town Meals	11/03/05	Reese RG	13.78
Out-of-Town Meals	11/03/05	Meisler RE	1.99
Out-of-Town Meals	11/03/05	Meisler RE	7.45
Out-of-Town Meals	11/03/05	Meisler RE	34.46
Out-of-Town Meals	11/03/05	Lyons JK	25.41
Out-of-Town Meals	11/04/05	Reese RG	8.14
Out-of-Town Meals	11/06/05	Reese RG	39.99
Out-of-Town Meals	11/06/05	Reese RG	4.67
Out-of-Town Meals	11/07/05	Reese RG	7.94
Out-of-Town Meals	11/07/05	Reese RG	8.45
Out-of-Town Meals	11/08/05	Reese RG	6.04
Out-of-Town Meals	11/08/05	Reese RG	3.95
Out-of-Town Meals	11/09/05	Reese RG	6.43
Out-of-Town Meals	11/09/05	Reese RG	3.92
Out-of-Town Meals	11/09/05	Reese RG	32.00
Out-of-Town Meals	11/09/05	Lyons JK	10.56
Out-of-Town Meals	11/09/05	Lyons JK	44.99
Out-of-Town Meals	11/10/05	Reese RG	3.92
Out-of-Town Meals	11/10/05	Reese RG	15.56
Out-of-Town Meals	11/11/05	Lyons JK	50.17
Out-of-Town Meals	11/11/05	Reese RG	5.28
Out-of-Town Meals	11/11/05	Reese RG	11.50
Out-of-Town Meals	11/11/05	Reese RG	4.19
Out-of-Town Meals	11/11/05	Reese RG	5.25

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	11/11/05	Reese RG	40.81
Out-of-Town Meals	11/14/05	Reese RG	11.50
Out-of-Town Meals	11/14/05	Reese RG	7.48
Out-of-Town Meals	11/14/05	Butler, Jr. J	10.34
Out-of-Town Meals	11/15/05	Reese RG	3.92
Out-of-Town Meals	11/15/05	Reese RG	6.44
Out-of-Town Meals	11/16/05	Reese RG	6.04
Out-of-Town Meals	11/16/05	Reese RG	4.19
Out-of-Town Meals	11/16/05	Reese RG	7.80
Out-of-Town Meals	11/17/05	Reese RG	148.97
Out-of-Town Meals	11/17/05	Reese RG	20.92
Out-of-Town Meals	11/18/05	Reese RG	36.51
Out-of-Town Meals	11/18/05	Reese RG	7.83
Out-of-Town Meals	11/19/05	Reese RG	44.99
Out-of-Town Meals	11/19/05	Reese RG	3.62
Out-of-Town Meals	11/20/05	Reese RG	45.01
Out-of-Town Meals	11/20/05	Reese RG	24.86
Out-of-Town Meals	11/21/05	Reese RG	5.56
Out-of-Town Meals	11/21/05	Reese RG	37.73
Out-of-Town Meals	11/21/05	Reese RG	7.19
Out-of-Town Meals	11/22/05	Reese RG	4.45
Out-of-Town Meals	11/22/05	Reese RG	5.60
Out-of-Town Meals	11/22/05	Reese RG	6.14
Out-of-Town Meals	11/26/05	Reese RG	5.06
Out-of-Town Meals	11/26/05	Reese RG	4.49
Out-of-Town Meals	11/27/05	Herriott AV	13.25
Out-of-Town Meals	11/27/05	Springer DE	7.04
Out-of-Town Meals	11/27/05	Springer DE	366.44
Out-of-Town Meals	11/27/05	Reese RG	7.79
Out-of-Town Meals	11/27/05	Reese RG	6.64
Out-of-Town Meals	11/27/05	Reese RG	7.56
Out-of-Town Meals	11/27/05	Butler, Jr. J	17.00
Out-of-Town Meals	11/28/05	Herriott AV	4.13
Out-of-Town Meals	11/28/05	Herriott AV	10.12

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	11/28/05	Springer DE	35.26
Out-of-Town Meals	11/28/05	Reese RG	15.21
Out-of-Town Meals	11/28/05	Reese RG	78.29
Out-of-Town Meals	11/29/05	Springer DE	33.58
Out-of-Town Meals	11/29/05	Reese RG	34.19
Out-of-Town Meals	11/29/05	Reese RG	7.29
Out-of-Town Meals	11/29/05	Lyons JK	190.90
Out-of-Town Meals	11/30/05	Lyons JK	9.14
Out-of-Town Meals	11/30/05	Lyons JK	44.99
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$3,141.00</b>
Outside Research/Internet Services	11/30/05	Global Securities	21.00
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$21.00</b>
Wireless - Mobile/Cellular/Pager	11/09/05	Meisler RE	19.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$19.00</b>
		<b>TOTAL MATTER</b>	<b>\$54,180.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Supplier Matters**

**Bill Date: 01/31/06  
Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	12/01/05	0.90	CONTINUE TO REVIEW AND COMMENT ON DRAFTS OF SUPPLIER CONTRACT ASSUMPTION PROCEDURES ORDER INCLUDING LATHAM AND SIMPSON THACHER COMMENTS (0.8); EMAIL TO R. ROSENBERG RE SAME (0.1).
BUTLER, JR. J	12/03/05	0.90	CONTINUE TO REVIEW AND COMMENT ON DRAFTS OF SUPPLIER CONTRACT ASSUMPTION PROCEDURES ORDER (0.6); EMAILS FROM/TO M. SHAVER RE SAME (0.2); REVIEW R. EISENBERG COMMENTS RE SAME (0.1).
BUTLER, JR. J	12/05/05	0.70	CONTINUE TO REVIEW AND COMMENT ON DRAFTS OF SUPPLIER CONTRACT ASSUMPTION PROCEDURES ORDER (0.4); REVIEW AND REVISED ESSENTIAL SUPPLIERS AND FOREIGN VENDOR ORDERS (0.3).
BUTLER, JR. J	12/06/05	0.40	REVIEW ADDITIONAL DRAFT COMMENTS FROM CREDITORS COMMITTEE AND INDENTURE TRUSTEE RE SETTLEMENT OF SUPPLIER CONTRACT ASSUMPTION PROCEDURES ORDER (0.4).
BUTLER, JR. J	12/07/05	0.60	REVIEW OPEN ISSUES RE SETTLEMENT OF SUPPLIER CONTRACT ASSUMPTION PROCEDURES ORDER (0.6).
BUTLER, JR. J	12/13/05	0.30	REVIEW BLACKLINED SUPPLIER CONTRACT ASSUMPTION PROCEDURES ORDER TO REVIEW COURT INTERDELINEATIONS IN FINAL ORDER (0.3).
BUTLER, JR. J	12/17/05	0.40	REVIEW ADVANTEK COMMUNICATIONS AND EVALUATE POTENTIAL VIOLATION OF AUTOMATIC STAY, SUPPLIER ORDERS, ETC. AND NEXT STEPS (0.3); EMAILS RE SAME (0.1).
BUTLER, JR. J	12/18/05	0.30	CONTINUE TO REVIEW ADVANTEK COMMUNICATIONS RE POTENTIAL VIOLATION OF AUTOMATIC STAY, SUPPLIER ORDERS, ETC. AND NEXT STEPS INCLUDING EMAILS WITH D. SHERBIN AND OTHERS (0.3).
BUTLER, JR. J	12/28/05	0.30	BEGIN TO REVIEW AND REVISE PROPOSED AMENDMENTS TO FINAL ESSENTIAL SUPPLIER ORDER AND FOREIGN VENDOR ORDER (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	12/30/05	0.70	TELECONFERENCE WITH T. MAYER RE EDS MATTERS (0.2); EMAIL TO D. SHERBIN AND S. CORCORAN RE SAME (0.1); CONTINUE TO REVIEW AND REVISE PROPOSED AMENDMENTS TO FINAL ESSENTIAL SUPPLIER ORDER AND FOREIGN VENDOR ORDER (0.4).
		5.50	
LYONS JK	12/01/05	7.60	REVIEW OF CONTRACT ASSUMPTION PROCEDURES AND IMPLEMENTATION OF THE SAME, REVISIONS TO ORDER AND NEGOTIATIONS RE THE SAME, FIRST DAY RELIEF REVIEW, CONTRACT ASSUMPTION PROCEDURES REVIEW, REVIEW OF MITSUBISHI SETTLEMENT IN LIGHT OF CHANGES, AND STAFFED GSM SUPPLIER ROOM (7.6).
LYONS JK	12/02/05	7.30	REVIEW OF NUMEROUS SUPPLIER DEMANDS (RECLAMATION, SETOFF, LIEN, ETC) AND ROUTED TO APPROPRIATE PERSON FOR RESPONSE (2.5), REVIEW OF CONTRACT ASSUMPTION PROCEDURES, REVISIONS TO ORDER, MITSUBISHI SETTLEMENT REVISIONS, REVIEW OF OTHER SUPPLIER REQUESTS AND DEMANDS, AND CONFERENCES WITH CLIENT RE THE SAME (4.8).
LYONS JK	12/05/05	5.80	STAFFED GSM SUPPLIER ROOM, REVIEW OF FIRST DAY RELIEF REQUESTS, CONTRACT ASSUMPTION PROCEDURAL ISSUES, NEGOTIATIONS AND OTHERWISE ASSISTED COMPANY IN CAP PROCESS (5.8).
LYONS JK	12/06/05	7.40	WORKED ON VARIOUS SUPPLIER MATTERS INCLUDING REVIEW AND NEGOTIATIONS OF CAP ORDER WITH COMMITTEE, STAFFED GSM WAR ROOM, CAP PROCEDURAL ROLL OUT ISSUES, NEGOTIATION RE CAP AGREEMENTS AND OTHER MATTERS (7.4).
LYONS JK	12/07/05	4.90	VARIOUS SUPPLIER MATTERS INCLUDING STAFFING GSM SUPPLIER ROOM, NEGOTIATIONS OVER FORM OF CAP ORDER, REVIEW OF FIRST DAY RELIEF REQUESTS, TERM CHANGES, CAP ISSUES AND OTHER MATTERS (4.9).
LYONS JK	12/08/05	6.00	STAFFED GSM SUPPLIER ROOM, REVIEW OF FIRST DAY RELIEF REQUESTS, CONTRACT ASSUMPTION NEGOTIATIONS AND STRATEGIES AND OTHERWISE ASSISTED COMPANY IN SUPPLIER MATTERS (6.0).
LYONS JK	12/09/05	3.70	NEGOTIATIONS RE SUPPLIER ASSUMPTION REQUESTS, DEVELOPED STRATEGIES RE THE SAME WITH CLIENT (3.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

LYONS JK	12/12/05	4.80	VARIOUS SUPPLIER MATTERS INCLUDING LINAMAR ISSUES AND NEGOTIATIONS, OTHER CAP ISSUES, TERM CHANGE ISSUES AND NEGOTIATIONS, AND REVIEW OF CORRESPONDENCE AND DOCUMENTS RE THE SAME (4.8).
LYONS JK	12/13/05	9.20	VARIOUS SUPPLIER MATTERS INCLUDING LINAMAR REVIEW OF PURCHASE ORDERS, NEGOTIATIONS OVER FORM OF CONTRACT, STAFFED GSM SUPPLIER ROOM, TERM CHANGE ISSUES, CAP ISSUES AND PREFERENCE ISSUES, AND STRATEGIES RE THE SAME (9.2).
LYONS JK	12/14/05	9.10	STAFFED GSM SUPPLIER ROOM, REVIEW OF VARIOUS FIRST DAY RELIEF REQUESTS, CAP NEGOTIATIONS INCLUDING WELLMAN, LINAMR AND OTHER SUPPLIERS AND OTHERWISE ASSISTED COMPANY IN SUPPLIER NEGOTIATIONS (9.1).
LYONS JK	12/15/05	3.60	STAFFED GSM SUPPLIER ROOM, VARIOUS CAP NEGOTIATIONS, REVIEW OF AGREEMENTS AND OTHER MATTERS, TERM CHANGE ISSUES (3.6).
LYONS JK	12/19/05	7.60	STAFFED GSM SUPPLIER ROOM, REVIEW OF FIRST DAY RELIEF REQUESTS, CAP ASSUMPTION ISSUES, NEGOTIATIONS RE PROPOSED ASSUMPTIONS, AND EXTENSIONS (7.6).
LYONS JK	12/20/05	9.50	STAFFED GSM SUPPLIER ROOM, REVIEW OF FIRST DAY RELIEF REQUESTS, NEGOTIATIONS AND REVISIONS TO VARIOUS PROPOSED CONTRACT ASSUMPTIONS, AND CONFERENCES WITH CLIENT RE THE SAME (9.5).
LYONS JK	12/21/05	8.30	VARIOUS SUPPLIER MATTERS INCLUDING STAFFING GSM ROOM FOR FIRST DAY RELIEF REQUESTS, CONTRACT ASSUMPTION ISSUES INCLUDING LINAMAR AND OTHER SUPPLIER MATTERS (8.3).
LYONS JK	12/22/05	6.20	STAFFED GSM ROOM RE FIRST DAY RELIEF APPROVALS AND CONTRACT ASSUMPTION PROCEDURE ISSUES, CONFERENCES AND NEGOTIATIONS RE LINAMAR SETTLEMENT INCLUDING REVIEW OF PURCHASE ORDERS, TERM SHEET AND OTHER MATTERS, AND REVIEW OF OTHER SETTLEMENTS AND EXTENSIONS (6.2).
LYONS JK	12/23/05	4.80	WORKED ON LINAMAR SETTLEMENT MATTER INCLUDING REVIEW OF TERM SHEET AND WORKED ON ANOTHER SUPPLIER MATTERS INCLUDING CURTIS SCREW, AKSO AND OTHERS (4.8).
LYONS JK	12/27/05	1.30	ADVICE RE MISCELLANEOUS SUPPLIER MATTERS (1.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

LYONS JK	12/28/05	5.80	REVIEW AND COMMENTS TO LINAMAR NOTICE OF WAIVER, CONFERENCES WITH M. BROUDE RE THE SAME, CONFERENCE WITH TELEDYNE AND RESEARCH AND COMMUNICATION RE ISSUE OF POST-FILING PREFERENCE EXPOSURE, REVIEW OF NEC SETECH ISSUE, AND FREESCALE PREFERENCE LANGUAGE (5.8) .
LYONS JK	12/29/05	3.70	WORKED ON CURTIS SCREW EXTENSION AND FREESCALE PREFERENCE ISSUE AND OTHER MISCELLANEOUS SUPPLIER EXTENSION MATTERS (3.7) .
LYONS JK	12/30/05	3.30	CONFERENCES WITH SUPPLIERS RE EXTENSIONS, REVIEW OF RELEVANT COMMUNICATIONS, CONFERENCES WITH CLIENT, AND REVIEW OF FREESCALE PREFERENCE RELEASE (3.3) .
LYONS JK	12/31/05	1.60	REVIEW OF FREESCALE PREFERENCE RELEASE AND COMMENTS THERETO AND WORKED ON AKSO NOBEL EXTENSION (1.6) .
		<b>121.50</b>	
MARAFIOTI KA	12/01/05	1.50	REVIEWED REVISED SUPPLIER CONTRACT ASSUMPTION ORDER (0.6); CORRESPONDENCE RE SAME (0.3); REVIEWED PROPOSED ADDITIONAL REVISIONS TO ORDER (0.4) AND COMMENTS FROM COMMITTEE AND PREPETITION BANKS (0.2) .
MARAFIOTI KA	12/02/05	6.30	REVIEW CORRESPONDENCE RE SUPPLIER ORDER (0.3); WORK ON REVISIONS TO ORDER (1.0); TELECONFERENCE WITH R. EISENBERG RE ORDER (0.5); TELECONFERENCE WITH MARK BROUDE & MITCH SEIDER RE SUPPLIER ORDER AND REVIEW PROPOSED REVISIONS OF WILMINGTON TRUST (1.2); TELECONFERENCE FROM ED FOX RE ORDER (0.3); CONTINUED WORK ON ORDER TO INCORPORATE CHANGES REQUESTED BY COMMITTEE AND WILMINGTON TRUST (3.0) .
MARAFIOTI KA	12/05/05	1.80	CORRESPONDENCE WITH E. FOX RE SUPPLIER ORDER (0.2); CORRESPONDENCE FROM OTHER SUPPLIERS (0.2); DEVELOP STRATEGY (1.4) .
MARAFIOTI KA	12/06/05	3.70	REVIEWED COMMENTS OF COMMITTEE TO DRAFT SUPPLIER ORDER & CORRESPONDENCE RE SAME (1.2); TELECONFERENCES WITH R. EISENBERG RE SUPPLIER ORDER (0.4); CONTINUED WORK ON REVISIONS TO ORDER (2.1) .

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	12/07/05	5.80	TELECONFERENCE WITH R. EISENBERG RE SUPPLIER ORDER (0.4); TELECONFERENCE WITH M. BROUDE RE SAME (0.3); REVIEW TRANSCRIPT (0.3); WORK ON REVISIONS TO ORDER (0.3); TELECONFERENCE WITH E. FOX RE ORDER (1.0); CORRESPONDENCE FOX RE SAME (0.2); OTHER CORRESPONDENCE RE SAME (0.2); CONTINUED WORK ON REVISIONS (2.9); CORRESPONDENCE LATHAM RE SAME (0.2).
MARAFIOTI KA	12/08/05	1.00	TELECONFERENCE WITH FOX RE SUPPLIER ORDER (0.1); CORRESPONDENCE RE ORDER (0.2); CORRESPONDENCE TO COURT RE ORDER (0.1); ANALYZE COMMENTS OF VARIOUS SUPPLIERS (0.4); REVIEWED WILMINGTON TRUST LETTER TO COURT (0.2).
MARAFIOTI KA	12/13/05	0.90	REVIEW SUPPLIER ORDER (0.5); TELECONFERENCE WITH R. EISENBERG RE SAME (0.1); FROM FROM M. BRUDE RE IMPLEMENTATION OF ORDER (0.1); CONTACT SUPPLIER CENTER RE SAME (0.2).
MARAFIOTI KA	12/21/05	0.40	WORK ON REVISIONS TO ESSENTIAL SUPPLIER ORDER (0.4).
MARAFIOTI KA	12/22/05	0.10	REVIEWED CORRESPONDENCE FROM GE RE PURCHASE ORDERS (0.1).
		21.50	
SPRINGER DE	12/18/05	0.50	REVIEW AND RESPOND TO MESSAGES RE ADVANTEK'S INAPPROPRIATE DEMANDS FOR PAYMENT OF PREPETITION BALANCES (0.5).
SPRINGER DE	12/19/05	0.80	TELECONFERENCE WITH N. BERGER RE ADVANTEK MATTER (0.2); TELECONFERENCE WITH H. MAGALIFF RE ADVANTEK MATTER (0.3); REVIEW AND RESPOND TO MESSAGES RE ADVANTEK MATTER (0.3).
		1.30	
<b>Total Partner</b>		<b>149.80</b>	
MATZ TJ	12/01/05	5.40	REVIEW PROPOSED REVISIONS TO SUPPLIER AGREEMENT ASSUMPTION PROCEDURES ORDER IN LIGHT OF COMMENTS FROM PREPETITION LENDERS, CREDITORS' COMMITTEE, AND WILMINGTON TRUST (4.5); PREPARING INTERNAL MEMORANDUM SUMMARIZING REVISIONS TO ORDER (0.9).
MATZ TJ	12/05/05	0.80	WORKING ON REVISIONS TO DRAFT SUPPLIER AGREEMENT ASSUMPTION ORDER (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	12/06/05	1.30	REVIEWING COMMENTS FROM LATHAM & WATKINS AND KIRKPATRICK ON SUPPLIER AGREEMENT ASSUMPTION PROCEDURES ORDER (0.4); AND CALLS AND MARK-UP OF RESPONSE THERETO (0.6); TELECONFERENCES WITH HOME BANK & TRUST (0.3).
MATZ TJ	12/07/05	5.70	REVIEW 11/29 TRANSCRIPT RE SUPPLIER AGREEMENT ASSUMPTION PROCEDURES ORDER (0.6); WORK ON FINAL ORDER RE SAME (0.8); DISCUSSIONS WITH FTI AND LATHAM RE SUPPLIER AGREEMENT ASSUMPTION PROCEDURES ORDER (0.8); CONTINUING REVISIONS TO SAME (0.7); CALL WITH E. FOX TO NEGOTIATE PROVISIONS TO SUPPLIER AGREEMENT ASSUMPTION PROCEDURES ORDER (1.0); FOLLOW UP WITH M. BRONDE RE ADDITIONAL COMMENTS TO SAME (0.3); FOLLOW UP WITH SIMPSON THATCHER RE SAME (0.3); FURTHER REVISIONS TO THE SUPPLIER AGREEMENT ASSUMPTION PROCEDURES ORDER (0.9); DISTRIBUTE REVISED ORDER TO E. FOX, LATHAM, ET AL. (0.3).
MATZ TJ	12/08/05	1.40	REVIEW AND REVISE MEMORANDUM RE VENDOR CONTRACT MATTER (0.5); REVIEW RESPONSES TO PROPOSED FINAL SUPPLIER AGREEMENT ASSUMPTION PROCEDURE ORDER (0.3); FINALIZE FINAL ORDER FOR SUBMISSION TO CHAMBERS (0.6).
MATZ TJ	12/12/05	2.30	FOLLOW UP RE SUPPLIER ORDER AND CALL WITH CHAMBERS RE SAME (0.6); TELECONFERENCES AND CORRESPONDENCE WITH SUPPLIER RE SUPPLIER ISSUES, SUPPLIER ORDERS AND PROCESS (1.7).
MATZ TJ	12/13/05	1.20	CONTINUING CALLS AND CORRESPONDENCE WITH SUPPLIER RE SUPPLIER AGREEMENT ASSUMPTION PROCEDURES ORDER (1.2).
MATZ TJ	12/14/05	0.80	REVIEW AND WORK ON RESOLUTION OF VARIOUS TOOLING LIEN DEMANDS (0.8).
MATZ TJ	12/19/05	0.70	TELECONFERENCES WITH: SUPPLIERS RE SUPPLIER ORDERS (0.7).
MATZ TJ	12/21/05	0.60	TELECONFERENCE WITH COUNSEL FOR EQUITY CORPORATE HOUSING RE STATUS OF CONTRACT AND VARIOUS MATTERS (0.4); CORRESPONDENCE RE SAME (0.2).
MATZ TJ	12/28/05	0.20	CORRESPONDENCE RE GET SUPPLY CONTRACT (0.2).
		20.40	
<b>Total Counsel</b>		<b>20.40</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	12/09/05	2.10	ANALYSIS OF OFFSET RIGHTS OF A SUPPLIER (CONFERENCE CALL WITH M. HESTER) (2.1).
		<b>2.10</b>	
HERRIOTT AV	12/01/05	0.80	ADDRESS QUESTIONS RE ADMINISTRATIVE EXPENSE ORDER (0.5), FOREIGN SUPPLIERS (0.2), AND DOMESTIC SUPPLIERS (0.1).
HERRIOTT AV	12/02/05	2.60	RESEARCH RE WAIVER OF AVOIDANCE CLAIMS AND ASSUMPTION OF CONTRACTS (2.2); ADDRESS QUESTIONS RE SUPPLIERS SERIGRAPH AND KEY PLASTICS (0.4).
HERRIOTT AV	12/05/05	0.30	FOLLOW UP ON QUESTIONS RE RECLAMATION (0.1), MERGER PRECISION (0.1), AND ISPAT (0.1).
HERRIOTT AV	12/06/05	0.20	ADDRESS SUPPLIER ISSUE RE CUSTOMS (0.2).
HERRIOTT AV	12/07/05	0.80	GENERATE SUPPLIER LIST (0.6); ADDRESS ISSUE WITH JUKI AND SERIGRAPH (0.2).
HERRIOTT AV	12/08/05	0.90	CONDUCT RESEARCH RE THE AUTOMATIC STAY (0.9).
HERRIOTT AV	12/15/05	0.70	BEGIN ADDRESSING QUESTION OF SUPPLIER, AMERICAN RE MANUFACTURERS (0.7).
HERRIOTT AV	12/19/05	4.50	BEGIN RESEARCH RE OBLIGATIONS OF PARTIES TO CONTINUE PERFORMANCE POSTPETITION DESPITE LACK OF CONTRACT (4.5).
HERRIOTT AV	12/20/05	2.70	CONTINUE RESEARCH RE OBLIGATIONS OF SUPPLIERS TO PERFORM POSTPETITION WHERE NO CONTRACT EXISTS (2.7).
HERRIOTT AV	12/21/05	0.40	ADDRESS QUESTIONS OF VECTOR CANTECH RE SUPPLIER ISSUES (0.4).
HERRIOTT AV	12/22/05	4.10	RESEARCH RE LETTERS OF CREDIT ISSUED FOR THE BENEFIT OF SUPPLIERS (4.1).
		<b>18.00</b>	
MEISLER RE	12/01/05	0.80	TELECONFERENCES WITH D. PARSHALL RE BORG WARNER AND WARRANTY ISSUE (0.3); TELECONFERENCE WITH K. CRAFT RE DELPHI INDIA AND ADMIN EXPENSE COMFORT ORDER INQUIRY (0.5).
MEISLER RE	12/02/05	0.80	TELECONFERENCE WITH R. BAXTER RE SETOFF INQUIRY (0.3); NOTES TO FILE RE SAME (0.2); CONFERENCE WITH R. REESE RE SUPPLIER INQUIRY (0.3).
MEISLER RE	12/05/05	0.20	TELECONFERENCE WITH D. DRAGICH RE PBR SETOFF REQUEST (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	12/06/05	1.40	CONFERENCE WITH S. TOUSSI RE SETOFF (0.4); TELECONFERENCE WITH S. THOMPSON RE SAME (0.5); REVIEWED AND ANALYZED BORG WARNER SETOFF REQUEST (0.5).
MEISLER RE	12/07/05	1.50	PREPARED FOR MEETING WITH D. PARSHALL AND G. BERTOLLINI RE BORG WARNER SETOFF REQUEST (0.5); CONFERENCE WITH D. PARSHALL AND G. BERTOLLINI RE SAME (1.0).
MEISLER RE	12/08/05	0.20	RESPONDED TO K. CRAFT INQUIRY RE FOREIGN SUPPLIERS (0.2).
MEISLER RE	12/13/05	0.10	TELECONFERENCE WITH K. CRAFT RE SUPPLIER INQUIRY (0.1).
MEISLER RE	12/16/05	0.50	TELECONFERENCE WITH N. BERGER RE SETOFF (0.3); REVIEWED AND ANALYZED ENTERGY'S REQUEST FOR SETOFF (0.2).
MEISLER RE	12/20/05	0.70	TELECONFERENCE WITH N. BERGER RE ORDERS TO SHOW CAUSE (0.3); DRAFTED MESSAGE RE DELPHIDOCKET.COM RE SUPPLIER CALL CENTER (0.4).
MEISLER RE	12/21/05	2.90	REVIEWED AND REVISED DISCLOSURE RE FURUKAWA SETOFF MOTION (0.5); TELECONFERENCE WITH J. SHEEHAN RE DISCLOSURE RE FURUKAWA SETOFF MOTION (0.3); REVISED ESSENTIAL SUPPLIERS ORDER AND REVIEWED TRANSCRIPT RE SAME (2.0); TELECONFERENCE WITH M. BROUDE RE SAME (0.1).
MEISLER RE	12/28/05	0.10	TELECONFERENCE WITH VENDOR RE INQUIRY (0.1).
MEISLER RE	12/29/05	0.90	ATTENTION TO CORRESPONDENCE FROM ICX (VENDOR) (0.2); AND TELECONFERENCE WITH D. BARGAMIAN, COUNSEL TO ICX RE SAME (0.1); TELECONFERENCE WITH N. BERGER RE CONTESTED SUPPLIER MATTERS (0.4); DRAFTED NOTES TO FILE RE SAME (0.2).
		<b>10.10</b>	
MICHELI MJ	12/03/05	3.90	BEGAN RESEARCH RE WHETHER TOOLS OWED BY SUPPLIER BUT IN DELPHI'S POSSESSION IS PROPERTY OF THE ESTATE (2.8); BEGAN DRAFTING MEMO RE SAME (1.1).
MICHELI MJ	12/05/05	0.60	REVIEW OF EXHIBITS FOR SUPPLIER CONTRACT ASSUMPTION PROCEDURES (0.6).
MICHELI MJ	12/12/05	1.70	PREPARED EXHIBITS FOR DISTRIBUTION RE SUPPLIER ASSUMPTION PROCEDURES MOTION (0.9); RESEARCH RE CONSTRUCTIVE TRUSTS (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	12/14/05	1.10	PREPARED EXHIBITS FOR DISTRIBUTION RE SUPPLIER ASSUMPTION PROCEDURES MOTION (0.3); RESEARCH RE CONSTRUCTIVE TRUSTS (0.8).
MICHELI MJ	12/20/05	0.50	CONTINUED REVIEW OF SUPPLIER EXHIBITS RE SUPPLIER ASSUMPTION PROCEDURES MOTION (0.3); REVIEW LETTER TO PBR KNOXVILLE RE JOINT VENTURE AGREEMENT (0.2).
MICHELI MJ	12/21/05	0.40	TELECONFERENCE WITH D. WEELOCK RE PENN UNITED CONTRACT NEGOTIATIONS (0.2); TELECONFERENCE WITH R. BAXTER RE SAME (0.2).
MICHELI MJ	12/22/05	0.80	TELECONFERENCE WITH R. BAXTER RE PENN UNITED (0.2); TELECONFERENCE WITH D. WEELOCK RE SAME (0.3); ANALYSIS OF CORRESPONDENCE RE SAME (0.3).
		<b>9.00</b>	
REESE RG	12/01/05	10.10	REVIEW COMMENTS TO SUPPLIER AGREEMENT ASSUMPTION ORDER (0.7); DRAFT SUMMARY RE SAME (1.2); CONFERENCE CALL TO STRATEGIZE RE SAME (1.4); ATTENTION TO ISSUES RE NOTICE OF WAIVER RE JST (0.9); PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (3.0); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (2.9).
REESE RG	12/02/05	6.00	ATTENTION TO ISSUES RE MODIFICATION OF SUPPLIER AGREEMENT ASSUMPTION PROCEDURES ORDER (0.9); PARTICIPATE IN NUMEROUS CALLS AND CONFERENCE CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (1.9); DRAFT, REVIEW AND REVISE NUMEROUS LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND PAYMENT OF PREPETITION CLAIMS (3.2).
REESE RG	12/06/05	7.20	PARTICIPATE IN CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (2.2); REVIEW AND REVISE AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND EXTENSION OF EXPIRING CONTRACTS (3.5); ATTENTION TO ISSUES AND CORRESPONDENCE RE SAAP ORDER (1.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	12/07/05	4.50	REVIEW AND REVISION OF AGREEMENTS RELATED TO MODIFICATION OF SUPPLIER AGREEMENTS (2.0); COMMUNICATIONS WITH CLIENT PERSONNEL AND SUPPLIER COUNSEL RE VARIOUS SUPPLY CHAIN ISSUES (0.8); ATTENTION TO ISSUES RE REVISION AND SUBMISSION OF SAAP ORDER (1.7).
REESE RG	12/08/05	4.70	REVIEW AND REVISION OF AGREEMENTS RELATED TO MODIFICATION OF SUPPLIER AGREEMENTS (1.2); ATTENTION TO ISSUES RE PAYMENT OF SUPPLIERS (0.4); COMMUNICATIONS WITH CLIENT PERSONNEL AND SUPPLIER COUNSEL RE VARIOUS SUPPLY CHAIN ISSUES (2.0); ATTENTION TO RESPONSE TO WILMINGTON TRUST LETTER TO THE COURT RE SAAP ORDER (1.1).
REESE RG	12/09/05	2.30	REVIEW AND REVISION OF AGREEMENTS RELATED TO MODIFICATION OF SUPPLIER AGREEMENTS (0.6); ATTENTION TO ISSUES RE PAYMENT OF SUPPLIERS (0.8); COMMUNICATIONS WITH CLIENT PERSONNEL AND SUPPLIER COUNSEL RE VARIOUS SUPPLY CHAIN ISSUES (0.9).
REESE RG	12/12/05	1.90	PARTICIPATE IN CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES AND SUPPLIER LEGAL REPRESENTATIVES (1.3); REVIEW AND REVISE AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND EXTENSION OF EXPIRING CONTRACTS (0.6).
REESE RG	12/13/05	6.70	PARTICIPATE IN CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (2.5); REVIEW AND REVISE AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND EXTENSION OF EXPIRING CONTRACTS (4.2).
REESE RG	12/14/05	5.40	PARTICIPATE IN CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (2.0); REVIEW AND REVISE AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND EXTENSION OF EXPIRING CONTRACTS (3.4).
REESE RG	12/15/05	6.40	PARTICIPATE IN CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (2.3); REVIEW AND REVISE AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND EXTENSION OF EXPIRING CONTRACTS (2.9); DRAFT LANGUAGE RE SAAP AGREEMENTS (0.5); ATTENTION TO ISSUES RE DEOC PAYMENTS TO SUPPLIERS (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	12/16/05	5.70	PARTICIPATE IN CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (1.8); REVIEW AND REVISE AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND EXTENSION OF EXPIRING CONTRACTS (3.1); ATTENTION TO ISSUES RE SETTLEMENT OF NON-CONFORMING SUPPLIER PAYMENT (0.8).
REESE RG	12/19/05	3.20	PARTICIPATE IN CALLS WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (1.1); REVIEW AND REVISE AGREEMENTS RELATED TO SUPPLIER TERM CHANGES AND EXTENSION OF EXPIRING CONTRACTS (2.1).
REESE RG	12/20/05	3.40	EVALUATE ISSUES RE CONTRACT EXTENSIONS AND SAAP REQUESTS (1.3); CONFERENCE CALL AND VARIOUS OTHER CALLS RE SAME (0.8); RESPONSE TO SUPPLIER INQUIRIES RE VARIOUS CHAPTER 11 ISSUES (0.5); COMMUNICATION WITH CLIENT REPRESENTATIVES RE SAME (0.4); REVIEW AND REVISE LETTER TO SUPPLIER RE INADVERTENT PAYMENT (0.4).
REESE RG	12/21/05	6.20	REVIEW AND REVISE AMENDED FINAL ESSENTIAL SUPPLIER ORDER (0.9); ATTENTION TO REVIEW OF SETTLEMENT AGREEMENTS WITH SUPPLIERS (3.4); MULTIPLE CONVERSATIONS WITH CLIENT REPRESENTATIVES AND OPPOSING COUNSEL RE SAME (1.2); EVALUATE ISSUES RE PAYMENT OF SUPPLIERS (0.7).
REESE RG	12/22/05	2.70	REVIEW AND REVISE DRAFT DOCUMENTS RE PAYMENTS UNDER FIRST DAY ORDERS (1.1); CONVERSATION WITH CLIENT RE SAME (0.5); CONVERSATION WITH CLIENT RE OTHER SUPPLIER-RELATED AGREEMENTS (0.3); REVIEW REQUESTS RECEIVED RE POTENTIAL ASSUMPTION UNDER SAAP ORDER (0.8).
REESE RG	12/23/05	3.40	EVALUATE ISSUES RE PAYMENT OF SUPPLIERS (0.8); REVIEW OF RESEARCH RE SAME (1.4); COMMUNICATIONS WITH COUNSEL TO SUPPLIERS RE VARIOUS ISSUES (0.4); COMMUNICATIONS WITH CLIENT RE SAME (0.3); EVALUATE ISSUES RE EXTENSION OF EXPIRING CONTRACTS (0.5).
REESE RG	12/28/05	0.60	ATTENTION TO NON-CONFORMING PAYMENT ISSUES RE LINAMAR (0.6).
REESE RG	12/29/05	0.90	ATTENTION TO REQUESTS FOR INFORMATION FROM SUPPLIERS RE SAAP ORDER (0.4); REVIEW OF DRAFT DOCUMENTS RE SAME (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	12/30/05	2.80	RESEARCH RE COORDINATED ACTION BY CREDITOR GROUPS (1.3); ATTENTION TO ISSUES RE SUPPLIER PAYMENTS (0.4); ATTENTION TO REVISION OF ESSENTIAL SUPPLIER AND FOREIGN CREDITOR ORDERS (1.1) .
REESE RG	12/31/05	3.90	REVIEW RESEARCH RE COORDINATED ACTION BY CREDITOR GROUPS (3.9) .
		<b>88.00</b>	
<b>Total Associate</b>		<b>127.20</b>	
SALAZAR AG	12/01/05	0.60	REVIEW BLACKLINES OF ASSUMPTION PROCEDURES ORDER TO CONFIRM INCORPORATION OF LANGUAGE AND REVISE (0.6) .
SALAZAR AG	12/07/05	3.00	COLLECT EMAIL ADDRESSES AND FAX NUMBERS OF OBJECTORS TO ASSUMPTION PROCEDURES (2.2); SEND REVISED ASSUMPTION PROCEDURES ORDER TO ALL OBJECTORS AND SERVE VIA FAX (0.8) .
SALAZAR AG	12/12/05	2.00	SEND TO CHAMBERS COPIES OF ASSUMPTION PROCEDURES ORDER (0.3); RESPOND TO REQUESTS FROM ATTORNEY FOR ASSUMPTION PROCEDURES ORDER (0.6); REVIEW TRANSCRIPTS AND PULL EXCERPTS RELATED TO CONTENTED LANGUAGE (1.1) .
SALAZAR AG	12/13/05	1.40	BLACKLINE AND DISTRIBUTE ASSUMPTION PROCEDURES ORDER (1.1); SEND TRANSCRIPTS AS REQUESTED (0.3) .
		<b>7.00</b>	
ZSOLDOS AF	12/16/05	1.10	PREPARE BINDER OF ASSUMPTION PROCEDURES AND TRANSCRIPT OF HEARING FOR MINI-BOOKS (1.1) .
		<b>1.10</b>	
<b>Total Legal Assistant</b>		<b>8.10</b>	
WORSHECK TM	12/30/05	2.80	PREPARE DOCUMENTS FOR ATTORNEY REVIEW (2.8) .
		<b>2.80</b>	
<b>Total Legal Assistant Support</b>		<b>2.80</b>	
<b>TOTAL TIME</b>		<b><u>308.30</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Supplier Matters**

**Bill Date: 01/31/06  
Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	12/05/05	Reese RG	120.21
Air/Rail Travel - vendor feed	12/09/05	Reese RG	208.21
Air/Rail Travel - vendor feed	12/12/05	Reese RG	120.21
Air/Rail Travel - vendor feed	12/12/05	Lyons JK	-391.17
Air/Rail Travel - vendor feed	12/12/05	Lyons JK	872.34
Air/Rail Travel - vendor feed	12/15/05	Lyons JK	371.06
Air/Rail Travel - vendor feed	12/15/05	Lyons JK	555.04
Air/Rail Travel - vendor feed	12/16/05	Reese RG	434.66
Air/Rail Travel - vendor feed	12/18/05	Reese RG	536.28
Air/Rail Travel - vendor feed	12/19/05	Lyons JK	760.72
Air/Rail Travel - vendor feed	12/19/05	Lyons JK	-344.65
Air/Rail Travel - vendor feed	12/22/05	Lyons JK	371.06
Air/Rail Travel - vendor feed	12/22/05	Lyons JK	270.22
Air/Rail Travel - vendor feed	12/22/05	Lyons JK	-270.22
Air/Rail Travel - vendor feed	12/22/05	Lyons JK	510.03
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$4,124.00</b>
In-house Reproduction	12/02/05	Copy Center, D	79.59
In-house Reproduction	12/02/05	Copy Center, D	5.21
In-house Reproduction	12/09/05	Copy Center, D	5.81
In-house Reproduction	12/19/05	Copy Center, D	0.30
In-house Reproduction	12/20/05	Copy Center, D	0.09
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$91.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	12/29/05	Telecommunications, D	10.66
Telephone Expense	12/29/05	Telecommunications, D	16.97
Telephone Expense	12/29/05	Telecommunications, D	2.37
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$30.00</b>
Westlaw	12/08/05	Herriott AV	52.03
Westlaw	12/13/05	Reese RG	43.51
Westlaw	12/15/05	Reese RG	311.69
Westlaw	12/19/05	Herriott AV	135.74
Westlaw	12/20/05	Herriott AV	168.34
Westlaw	12/22/05	Herriott AV	313.28
Westlaw	12/30/05	Reese RG	334.41
		<b>TOTAL WESTLAW</b>	<b>\$1,359.00</b>
Reproduction - color	12/02/05	Copy Center, D	1,299.00
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$1,299.00</b>
Out-of-Town Travel	12/01/05	Lyons JK	190.00
Out-of-Town Travel	12/01/05	Lyons JK	70.01
Out-of-Town Travel	12/02/05	Reese RG	516.08
Out-of-Town Travel	12/02/05	Reese RG	14.42
Out-of-Town Travel	12/02/05	Reese RG	134.81
Out-of-Town Travel	12/02/05	Reese RG	52.00
Out-of-Town Travel	12/12/05	Reese RG	20.25
Out-of-Town Travel	12/16/05	Reese RG	851.34
Out-of-Town Travel	12/16/05	Reese RG	18.58
Out-of-Town Travel	12/16/05	Reese RG	114.01
Out-of-Town Travel	12/16/05	Reese RG	416.48
Out-of-Town Travel	12/21/05	Herriott AV	359.45
Out-of-Town Travel	12/21/05	Herriott AV	607.82
Out-of-Town Travel	12/22/05	Reese RG	809.14
Out-of-Town Travel	12/22/05	Reese RG	106.01
Out-of-Town Travel	12/22/05	Reese RG	424.59
Out-of-Town Travel	12/22/05	Lyons JK	98.01
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$4,803.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	11/30/05	Lyons JK	35.56
Out-of-Town Meals	12/01/05	Reese RG	5.99
Out-of-Town Meals	12/01/05	Reese RG	29.89
Out-of-Town Meals	12/01/05	Lyons JK	11.30
Out-of-Town Meals	12/02/05	Reese RG	15.65
Out-of-Town Meals	12/02/05	Reese RG	8.64
Out-of-Town Meals	12/02/05	Reese RG	6.04
Out-of-Town Meals	12/02/05	Reese RG	3.95
Out-of-Town Meals	12/12/05	Reese RG	30.08
Out-of-Town Meals	12/13/05	Reese RG	5.59
Out-of-Town Meals	12/13/05	Reese RG	25.17
Out-of-Town Meals	12/13/05	Reese RG	6.14
Out-of-Town Meals	12/13/05	Reese RG	5.14
Out-of-Town Meals	12/14/05	Reese RG	9.89
Out-of-Town Meals	12/15/05	Reese RG	5.88
Out-of-Town Meals	12/16/05	Reese RG	2.85
Out-of-Town Meals	12/16/05	Reese RG	19.76
Out-of-Town Meals	12/16/05	Reese RG	6.14
Out-of-Town Meals	12/16/05	Reese RG	11.62
Out-of-Town Meals	12/16/05	Reese RG	9.54
Out-of-Town Meals	12/18/05	Reese RG	5.06
Out-of-Town Meals	12/18/05	Reese RG	24.99
Out-of-Town Meals	12/18/05	Herriott AV	8.16
Out-of-Town Meals	12/19/05	Reese RG	10.80
Out-of-Town Meals	12/19/05	Herriott AV	18.25
Out-of-Town Meals	12/19/05	Herriott AV	11.17

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	12/20/05	Reese RG	89.96
Out-of-Town Meals	12/20/05	Reese RG	20.23
Out-of-Town Meals	12/20/05	Herriott AV	12.48
Out-of-Town Meals	12/20/05	Herriott AV	1.59
Out-of-Town Meals	12/21/05	Reese RG	7.52
Out-of-Town Meals	12/21/05	Reese RG	21.14
Out-of-Town Meals	12/21/05	Herriott AV	12.52
Out-of-Town Meals	12/22/05	Reese RG	4.19
Out-of-Town Meals	12/22/05	Reese RG	46.12
Out-of-Town Meals	12/22/05	Reese RG	6.00
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$555.00</b>
		<b>TOTAL MATTER</b>	<b>\$12,261.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Supplier Matters**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	01/02/06	0.80	REVIEW VARIOUS ESSENTIAL SUPPLIER ISSUES AND NEXT STEPS INCLUDING EMAIL FROM B. CARUSO (0.6); EMAIL FROM/TO T. MAYER RE SUPPLIER MATTERS (0.2).
BUTLER, JR. J	01/04/06	1.90	CONTINUE TO REVIEW VARIOUS ESSENTIAL SUPPLIER ISSUES AND NEXT STEPS WITH MANAGEMENT TEAM IN NEW YORK (1.6); EMAILS FROM/TO D. BODKIN RE SUPPLIER MATTER (0.3).
BUTLER, JR. J	01/09/06	1.90	FOLLOW-UP ON REVISED ESSENTIAL SUPPLIER MATTERS (0.6); REVIEW SEVERAL SOLE SOURCE SUPPLIER ISSUES (0.8); EMAIL FROM S. CORCORAN RE NILES SITUATION AND EVALUATE SAME (0.5).
BUTLER, JR. J	01/12/06	0.90	FOLLOW-UP ON REVISED ESSENTIAL SUPPLIER MATTERS (0.4); CONTINUE TO REVIEW AND EVALUATE NILES SITUATION (0.5).
BUTLER, JR. J	01/14/06	0.30	FOLLOW-UP ON NILES SITUATION AND NEXT STEPS (0.3).
BUTLER, JR. J	01/17/06	0.70	EMAILS FROM/TO J. GREGG RE GIBBS AND IDI SUPPLIER MATTERS (0.3); CONTINUE TO FOLLOW-UP ON NILES SITUATION AND NEXT STEPS (0.4).
		<b>6.50</b>	
LYONS JK	01/03/06	4.00	REVIEW OF VARIOUS OUTSTANDING EXTENSION/CAP MATTERS (2.1); CONFERENCES WITH CLIENT AND SUPPLIERS (1.3); REVIEW OF OTHER DOCUMENTS RE THE SAME (0.6).
LYONS JK	01/04/06	6.50	STAFFED GSM SUPPLIER ROOM (2.2); MEETING WITH TTE (1.2); REVIEW OF TERMS (0.4); REVIEW OF OTHER CAP DEALS TO BE DOCUMENTED (1.5), TERM CHANGE ISSUES (0.5), AND OTHER SUPPLIER MATTERS (0.7).
LYONS JK	01/06/06	5.50	PARTICIPATION IN VARIOUS SUPPLIER CONTRACT EXTENSION NEGOTIATIONS AND REVIEWS AND OTHER SUPPLIER ISSUES (5.5).
LYONS JK	01/09/06	6.50	FOLLOW UP ON NUMEROUS CONTRACT ASSUMPTION NEGOTIATIONS, REVIEW OF AGREEMENTS AND PARTICIPATION IN TELECONFERENCES WITH COUNSEL AND CLIENT RE FINALIZATION OF AGREEMENTS (5.5); REVIEW OF FIRST DAY RELIEF REQUESTS (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

LYONS JK	01/10/06	4.40	PARTICIPATION IN NUMEROUS NEGOTIATIONS WITH CONTRACT ASSUMPTION CANDIDATES (2.0); REVIEW OF FIRST DAY RELIEF REQUESTS (2.4).
LYONS JK	01/11/06	5.60	NEGOTIATIONS RE SUPPLIER EXTENSIONS, NILES USA ISSUES, TERM CHANGES AND OTHER MATTERS (5.1); REVIEW OF FIRST DAY SPEND REQUESTS (0.5).
LYONS JK	01/12/06	3.80	CONTRACT EXTENSION NEGOTIATIONS WITH NUMEROUS VENDORS INCLUDING CURTIS SCREW, ELGIN TOOL AND OTHER VENDORS (2.3); PREPARATION OF LITIGATION STRATEGY RE NILES USA (1.2); REVIEW OF VARIOUS ISSUES RE THE SAME REVIEW OF FIRST DAY SPEND REQUESTS (0.3).
LYONS JK	01/13/06	4.20	NEGOTIATIONS WITH CURTIS SCREW AND REVIEW AND REVISIONS TO AGREEMENT (2.1); NEGOTIATIONS WITH ATS AND REVIEW AND REVISIONS TO AGREEMENT (2.1).
LYONS JK	01/16/06	1.00	REVIEW OF VARIOUS COMMUNICATIONS RE CONTRACT ASSUMPTIONS AND ROUTED TO APPROPRIATE PERSONS FOR RESPONSES (1.0).
LYONS JK	01/18/06	1.00	REVIEW OF EMAILS AND ROUTED TO APPROPRIATE PERSONS FOR RESPONSE (1.0).
LYONS JK	01/20/06	10.70	NEGOTIATIONS WITH CURTIS SCREW OVER TERMS OF DEFINITIVE AGREEMENT (2.1); COMMUNICATIONS AND REVIEW OF OTHER SUPPLIER CONTRACT ASSUMPTION PROCEDURE MATTERS (3.2); REVIEW OF NUMEROUS REQUESTS FOR EXTENSION AND INCLUSION INTO CONTRACT ASSUMPTION PROCEDURES (2.3); REVIEW AND RESPONSE TO NUMEROUS COMMUNICATIONS RE SUPPLIER MATTERS (3.1).
LYONS JK	01/23/06	6.90	REVISIONS TO CURTIS SCREW AGREEMENT (2.3); REVIEW OF ATS AGREEMENT (1.1), AND OTHER SUPPLIER MATTERS AND STRATEGIES INCLUDING SCHMITT (2.5); ATTENDED FOREIGN VENDOR RELIEF MEETING (1.0).
LYONS JK	01/24/06	7.30	PARTICIPATED IN FIRST DAY REVIEW PANELS FOR ESSENTIAL SUPPLIERS AND FOREIGN VENDORS (2.0); REVIEW OF STRATEGIES RE OSCS INCLUDING SCHMITT AND DISCUSSIONS WITH TS (2.3); REVISIONS TO VARIOUS ASSUMPTION AGREEMENTS INCLUDING CURTIS SCREW AND OTHERS (3.0).
LYONS JK	01/25/06	5.70	REVIEWED VARIOUS FIRST DAY RELIEF REQUESTS (2.3); NEGOTIATIONS AND STRATEGIES RE CONTRACT ASSUMPTIONS AND OTHER MATTERS (3.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

LYONS JK	01/26/06	6.70	REVIEW OF VARIOUS SUPPLIER TERM CHANGE AGREEMENTS AND EXTENSION (1.3); SUPPLIER ASSUMPTION REQUESTS AND AGREEMENTS (4.8), AND OTHER SUPPLIER MATTERS INCLUDING FIRST DAY RELIEF ISSUES (0.6).
LYONS JK	01/27/06	4.20	REVIEW AND RESPONSES TO VARIOUS CONTRACT ASSUMPTION REQUESTS AND AGREEMENTS AND CONFERENCES WITH CLIENT AND SUPPLIER COUNSEL (4.2).
LYONS JK	01/30/06	3.60	REVIEW OF VARIOUS EXTENSION REQUESTS AND CONTRACT ASSUMPTION AGREEMENTS AND CONFERENCES WITH SUPPLIER COUNSEL (3.6).
LYONS JK	01/31/06	6.00	REVIEW OF VARIOUS FIRST DAY RELIEF REQUESTS (3.3); CONTRACT ASSUMPTION REQUESTS AND REVIEW OF AGREEMENTS (2.7).
		<b>93.60</b>	
<b>Total Partner</b>		<b>100.10</b>	
MATZ TJ	01/09/06	2.50	REVIEW CORRESPONDENCE FROM SUPPLIER RE ONGOING CONTRACT (0.1); FOLLOW UP WORK RE SUPPLIER INQUIRIES (0.3); CORRESPONDENCE WITH K. CRAFT RE THE CARTER GROUP SUPPLIER ISSUES (0.3); TELECONFERENCES WITH K. CRAFT AND J. LYONS RE SAME (0.6); TELECONFERENCES WITH CANADIAN COUNSEL RE CARTER GROUP (0.8); FOLLOW UP WORK RE SAME (0.4).
MATZ TJ	01/10/06	1.00	REVIEW RESOLUTIONS OF ECLIPSE LIEN DISPUTE (0.4); FOLLOW UP CORRESPONDENCE RE SAME (0.2); WORK ON EQUITY CORPORATE HOUSING MATTER (0.4).
MATZ TJ	01/12/06	0.30	TELECONFERENCE FROM T. COUGHLIN RE SUPPLIER MATTER (0.1); FOLLOW UP RE SAME (0.1); FOLLOW UP RE SAME (0.1).
MATZ TJ	01/13/06	0.30	TELECONFERENCE WITH SUPPLIER'S COUNSEL (0.1); FOLLOW UP WORK RE SAME (0.2).
MATZ TJ	01/17/06	0.20	TELECONFERENCE FROM HELLER ERHMAN RE SUPPLIER ORDER (0.2).
MATZ TJ	01/18/06	0.70	REVIEW VARIOUS SUPPLIER REQUEST RE ASSUMPTION OF CONTRACTS (0.4); TELECONFERENCES FROM COUNSEL RE SAME (0.3).
MATZ TJ	01/19/06	0.30	CORRESPONDENCE AND 2 TELECONFERENCES FROM SUPPLIERS RE POSSIBLE ASSUMPTION (0.3).
MATZ TJ	01/24/06	0.30	TELECONFERENCES WITH 2 SOLE SOURCE SUPPLIERS RE CONTRACTS (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	01/25/06	0.20	FOLLOW UP RE ARCADIA, GUAGHTY & MULLER EXECUTED SUPPLIER AGREEMENT (0.2).
MATZ TJ	01/26/06	0.20	TELECONFERENCES WITH HITACHI CHEMICAL RE SUPPLY CONTRACT (0.2).
		6.00	
<b>Total Counsel</b>		6.00	
HERRIOTT AV	01/04/06	0.10	ADDRESS SUPPLIER ISSUE IN RESPONSE TO LETTER RE SAME (0.1).
HERRIOTT AV	01/06/06	0.30	CONFER WITH K. SCHAEFER RE SUPPLIER ISSUE (0.2); RESPOND TO SUPPLIER QUESTION (0.1).
HERRIOTT AV	01/09/06	2.20	CONFERENCE WITH K. SCHAEFER, SUPPLIER AND SUPPLIER'S COUNSEL RE PAYMENT OF CLAIMS (1.1); REVIEW AUTHORITY AND CONFER WITH K. SCHAEFER RE SAME (0.5); CONFERENCE WITH J. DEMARCO RE DEALINGS WITH SUPPLIER (0.2); REVIEW CONTRACT WITH SUPPLIER (0.4).
HERRIOTT AV	01/10/06	0.80	REVIEW RESEARCH RE SPORTFAME CASE (0.4); ADDRESS SUPPLIER PAYMENT ISSUE (0.4).
HERRIOTT AV	01/11/06	0.40	CONTINUE RESEARCH INTO SUPPLIER CLAIM (0.4).
HERRIOTT AV	01/12/06	1.10	TELECONFERENCE WITH S. KATZ RE SUPPLIER AGREEMENT ASSUMPTION MATTERS (0.3); CONDUCT FOLLOW UP RE SAME (0.1); RESPOND TO MISCELLANEOUS SUPPLIER QUESTIONS (0.6); TELECONFERENCE WITH K. SCHAEFER RE SUPPLIER ISSUE (0.1).
HERRIOTT AV	01/13/06	1.90	CONFERENCE WITH S. KATZ (0.2), E. CHARLETON (0.2) AND T. CAUGHLIN (0.7) RE JANUARY 17 NOTICE DEADLINE UNDER THE SUPPLIER AGREEMENT ASSUMPTION ORDER; ADDRESS MISCELLANEOUS SUPPLIER QUESTIONS RE SAME (0.8).
HERRIOTT AV	01/17/06	0.30	ADDRESS SUPPLIER QUESTIONS RE SUPPLIER AGREEMENT ASSUMPTION ORDER (0.3).
HERRIOTT AV	01/18/06	0.30	RESPOND TO MISCELLANEOUS SUPPLIER QUESTIONS (0.3).
HERRIOTT AV	01/19/06	1.10	TELECONFERENCE WITH K. SCHAEFER RE SUPPLIER ISSUE (0.3); RESEARCH OUTSTANDING QUESTIONS RE SAME (0.3); BEGIN DRAFTING CHART TO TRACK RECEIVED NOTICES UNDER PARAGRAPH 4 AND 5 OF SUPPLIER AGREEMENT ASSUMPTION ORDER (0.3); ADDRESS MISCELLANEOUS SUPPLIER ISSUES (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	01/20/06	3.10	CONTINUE DRAFTING CHART OF NOTICES UNDER PARAGRAPHS 4 AND 5 OF SUPPLIER AGREEMENT ASSUMPTION ORDER (3.1).
HERRIOTT AV	01/23/06	1.00	REVIEW AND UPDATE SUPPLIER NOTICE CHART (0.8); RESPOND TO SUPPLIER QUESTIONS/CORRESPONDENCE (0.2).
HERRIOTT AV	01/24/06	1.70	CONFERENCE WITH S. MATHER RE SUPPLIER ISSUE (0.1); RESEARCH RESPONSE AND RESPOND TO SUPPLIER RE SECURITY DEPOSIT ISSUE (0.9); RESPOND TO MISCELLANEOUS SUPPLIER ISSUES (0.7).
HERRIOTT AV	01/25/06	0.30	ADDRESS VARIOUS SUPPLIER QUESTIONS (0.3).
HERRIOTT AV	01/26/06	1.10	DRAFT RESPONSE LETTERS TO SUPPLIERS WITH EXPIRING CONTRACTS (0.9); REPLY TO CORRESPONDENCE OF SUPPLIER (0.2).
HERRIOTT AV	01/27/06	0.70	RESPOND TO SUPPLIER QUESTIONS (0.5); REVISE SUPPLIER NOTICE CHART (0.2).
HERRIOTT AV	01/31/06	0.70	RESPOND TO MISCELLANEOUS SUPPLIER ISSUES (0.7).
		<b>17.10</b>	
MEISLER RE	01/06/06	0.20	TELECONFERENCE WITH K. CRAFT RE SUPPLIER INQUIRIES (0.2).
MEISLER RE	01/16/06	0.20	CONFERENCE WITH K. CRAFT RE SUPPLIER NEGOTIATIONS (0.2).
MEISLER RE	01/17/06	2.30	CONFERENCE WITH S. CORCORAN RE ESSENTIAL SUPPLIERS (0.1); REVIEWED CORRESPONDENCE AND ANALYZED SUPPLIER NEGOTIATIONS AND BEGAN DRAFTING MEMO RE SAME (1.3); CONFERENCE WITH T. MATZ AND S. GRUNDY RE SAME (0.2); CONFERENCE WITH J. DUBE RE SAME (0.5); TELECONFERENCE WITH K. CRAFT RE SAME (0.2).
MEISLER RE	01/18/06	5.90	ANALYSIS OF SUPPLIER NEGOTIATIONS AND PREPARED FOR TELECONFERENCE RE SAME (0.5); PARTICIPATED ON TELECONFERENCE WITH D. WEHRLE, K. CRAFT, F. COSTA, T. RICHARDS, M. ANDREW, P. MURTAGH AND C. BROWN RE SAME (1.1); FOLLOW UP WITH K. CRAFT (0.2, 0.5); REVIEWED SUPPORTING AFFIDAVITS AND MEMOS RE SUPPLIER NEGOTIATIONS (1.8) AND REVISED MEMO RE SAME (1.8).
MEISLER RE	01/19/06	0.40	TELECONFERENCES WITH K. CRAFT RE SUPPLIER NEGOTIATIONS (0.2, 0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	01/20/06	0.40	CONFERENCE WITH K. CRAFT RE SUPPLIER NEGOTIATIONS (0.1); ATTENTION TO SUPPLIER LETTER RE REQUEST TO ASSUME OR REJECT AN EXECUTORY CONTRACT (0.2); TELECONFERENCE WITH SUPPLIER RE REQUEST TO ASSUME CONTRACT (0.1).
MEISLER RE	01/22/06	0.20	TELECONFERENCE WITH K. CRAFT RE SUPPLIER NEGOTIATIONS (0.2).
MEISLER RE	01/23/06	1.10	REVIEWED TRANSCRIPTS RE SAAP ORDER (0.1); TELECONFERENCE WITH S. THOMPSON RE SUPPLIER INQUIRIES RE SAME (0.3); ATTENTION TO OUTSTANDING SETOFF DEMANDS (0.2); TELECONFERENCE WITH S. TOUSSI RE SAME (0.2); TELECONFERENCE WITH R. BAXTER RE SAME (0.3).
MEISLER RE	01/24/06	0.30	TELECONFERENCE WITH K. CRAFT RE SUPPLIER NEGOTIATIONS (0.3).
MEISLER RE	01/27/06	0.50	TELECONFERENCE WITH J. LYONS RE SUPPLIERS (0.2); CONFERENCE WITH K. CRAFT RE SAME (0.3).
MEISLER RE	01/29/06	0.40	CONFERENCE WITH K. CRAFT RE SUPPLIER NEGOTIATIONS (0.4).
MEISLER RE	01/30/06	0.80	WORKED ON SUPPLIER MATTERS (0.3); TELECONFERENCE WITH R. PETERSON RE SAME (0.2); FOLLOW UP REVIEW OF SAAP ORDER (0.2) AND DRAFTED CORRESPONDENCE RE SAME (0.1).
		12.70	
MICHELI MJ	01/04/06	1.10	REVIEW OF SUPPLIER ASSUMPTION PROCEDURES EXHIBITS (0.7); CORRESPONDENCE WITH PARTIES REQUESTING EXHIBITS (0.4).
MICHELI MJ	01/06/06	0.60	REVIEW CORRESPONDENCE IN CONNECTION WITH PENN UNITED CONTRACT NEGOTIATIONS (0.2); TELECONFERENCE WITH J. BATTEN RE UNIVERSITY AND GOVERNMENT GRANT PROGRAMS (0.2); REVIEW AND ANALYSIS OF FILE RE SAME (0.2).
MICHELI MJ	01/08/06	0.70	CORRESPONDENCE TO J. BATTEN RE GOVERNMENT FUNDED PROGRAMS AND PROPERTY OF THE ESTATE (0.4); RESEARCH RE PROPERTY OF THE ESTATE AND GOVERNMENT GRANTED PROGRAMS (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	01/09/06	1.40	TELECONFERENCE WITH R. BAXTER AND D. WHEELLOCK RE PENN UNITED CONTRACT NEGOTIATIONS (0.4); TELECONFERENCE WITH G. GOODMAN RE NOBLE USA (0.1); BEGAN DRAFTING LETTER TO PENN UNITED RE CONTRACT NEGOTIATIONS (0.6); CORRESPONDENCE TO R. BAXTER RE SAME (0.2); TELECONFERENCE WITH J. BATTEN RE GOVERNMENT FUNDED PROGRAMS AND PROPERTY OF THE ESTATES (0.1).
MICHELI MJ	01/10/06	0.30	BEGAN REVIEW OF CORRESPONDENCE RE PENN UNITED AND PAYMENT HISTORY (0.2); TELECONFERENCE WITH K. CRAFT RE GOVERNMENT FUNDED PROGRAMS AND PROPERTY OF THE ESTATES (0.1).
MICHELI MJ	01/11/06	0.80	IN CONNECTION WITH GOVERNMENT FUNDED PROGRAMS CONTINUED RESEARCH RE PROPERTY OF THE ESTATE (0.4); BEGAN REVIEW OF ESSENTIAL SUPPLIER ORDER RE DEUTSCHE DAGEN (0.4).
MICHELI MJ	01/12/06	1.80	IN CONNECTION WITH GOVERNMENT FUNDED PROGRAMS, CONTINUED RESEARCH RE PROPERTY OF THE ESTATES (1.8).
MICHELI MJ	01/13/06	3.80	IN CONNECTION WITH GOVERNMENT FUNDED PROGRAMS, CONTINUED RESEARCH RE PROPERTY OF THE ESTATES (1.7); BEGAN RESEARCH RE PRECEDENT FOR MOTION RETURN OF PROPERTY NOT PART OF THE ESTATE (0.7); TELECONFERENCE WITH J. BATTEN, J. MALESKY, G. BLAKE RE SAME (1.0); FINALIZED CORRESPONDENCE TO SUPPLIERS RE SUPPLIER ASSUMPTION PROCEDURES EXHIBITS (0.4).
MICHELI MJ	01/16/06	5.40	IN CONNECTION WITH GOVERNMENT FUNDED PROGRAMS, CONTINUED RESEARCH RE FEDERAL FUNDS AND PROPERTY OF THE ESTATE (2.1); ANALYSIS OF CASE LAW RE SAME (1.8); DRAFTED MEMO RE SAME (1.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	01/17/06	3.10	TELECONFERENCE WITH G. BLAKE RE GOVERNMENT FUNDED PROGRAMS AND REIMBURSEMENT OF SUBCONTRACTORS (0.2); TELECONFERENCE WITH K. CRAFT (0.1); ANALYSIS OF STRATEGIC ISSUES RE PAYMENT OF SUBCONTRACTORS IN CONNECTION WITH FEDERALLY FUNDED PROGRAMS (1.0); IN CONNECTION WITH TRANSACTING BUSINESS, BEGAN RESEARCH RE ORDINARY COURSE OF BUSINESS (0.5); CORRESPONDENCE WITH T. DUNN RE ESSENTIAL SUPPLIER PROCESS (0.2); TELECONFERENCE WITH R. REESE RE SAME (0.1); TELECONFERENCE WITH T. DUNN RE ESSENTIAL SUPPLIER PROCESS (0.3); TELECONFERENCE WITH G. BLAKE J. MALESKY, J. BATTEN AND OTHERS RE GOVERNMENT FUNDED PROGRAMS AND REIMBURSEMENT OF SUBCONTRACTORS (0.7).
MICHELI MJ	01/18/06	1.70	TELECONFERENCE WITH G. BLAKE J. MALESKY, J. BATTEN AND OTHERS RE GOVERNMENT FUNDED PROGRAMS AND REIMBURSEMENT OF SUBCONTRACTORS (0.7); ANALYSIS OF STRATEGIC ISSUES RE PAYMENT OF SUBCONTRACTORS IN CONNECTION WITH FEDERALLY FUNDED PROGRAMS (0.2); TELECONFERENCE WITH K. KRAFT RE SAME (0.1); TELECONFERENCE WITH J. JACKSON COUNSEL TO SUPPLIER RE SAME (0.3); TELECONFERENCE WITH T. DUNN RE ESSENTIAL SUPPLIER PROCESS (0.3); CORRESPONDENCE WITH J. JACKSON RE SAME (0.1).
MICHELI MJ	01/20/06	1.30	ANALYSIS OF STRATEGIC ISSUES RE PAYMENT OF SUBCONTRACTORS IN CONNECTION WITH FEDERALLY FUNDED PROGRAMS (0.5); TELECONFERENCE WITH G. BLAKE J. MALESKY, J. BATTEN AND OTHERS RE GOVERNMENT FUNDED PROGRAMS AND REIMBURSEMENT OF SUBCONTRACTORS (0.4); REVIEW DISCLOSURE RESEARCH IN CONNECTION WITH SUPPLIER (0.2); TELECONFERENCE WITH N. BERGER RE SAME (0.1); CORRESPONDENCE WITH N. BERGER RE SAME (0.1).
MICHELI MJ	01/26/06	0.10	TELECONFERENCE WITH J. MALESKY RE GOVERNMENT FUNDED PROGRAMS AND REIMBURSEMENT OF SUBCONTRACTORS (0.1).
MICHELI MJ	01/27/06	0.50	REVISE EMAIL FOR J. MALESKY RE GOVERNMENT FUNDED PROGRAMS (0.5).
		22.60	
REESE RG	01/02/06	0.70	CONTINUE TO REVIEW RESEARCH RE COORDINATED ACTION BY CREDITOR GROUPS (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	01/03/06	6.90	PARTICIPATE IN TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (3.0); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (3.9).
REESE RG	01/04/06	5.60	PARTICIPATE IN TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (2.3); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (3.3).
REESE RG	01/05/06	7.10	PARTICIPATE IN TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (3.1); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (4.0).
REESE RG	01/06/06	4.30	PARTICIPATE IN TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (2.1); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (2.2).
REESE RG	01/08/06	0.80	COMMUNICATIONS AND REVIEW OF DOCUMENTS RE ASSUMPTION OF EXPIRING CONTRACTS (0.8).
REESE RG	01/09/06	7.80	PARTICIPATE IN TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (3.7); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (4.1).
REESE RG	01/10/06	4.50	PARTICIPATE IN TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (1.8); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (2.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	01/11/06	2.90	PARTICIPATE IN TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (2.1); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (0.8).
REESE RG	01/12/06	4.10	PARTICIPATE IN TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (2.4); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (1.7).
REESE RG	01/13/06	3.50	PARTICIPATE IN TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (1.4); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (2.1).
REESE RG	01/16/06	2.50	PARTICIPATE IN TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (1.1); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (1.4).
REESE RG	01/17/06	3.80	PARTICIPATE IN NUMEROUS TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (1.6); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (2.2).
REESE RG	01/18/06	2.30	MEETING WITH J. STEGNER, K. CRAFT, L. WILLIAMS AND OTHERS RE NOTICE OF WAIVER ISSUES (0.4); TELECONFERENCE WITH C. REIDER RE SUPPLIER ISSUES (0.6); MEETING WITH S. UGOROWSKI RE METALLIC SUPPLIER ISSUES (0.6); MEETING WITH M. STOCKTON RE SAAP ISSUES (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	01/19/06	1.90	PARTICIPATE IN NUMEROUS TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (0.9); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (1.0).
REESE RG	01/20/06	3.30	PARTICIPATE IN NUMEROUS TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (1.4); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (1.9).
REESE RG	01/23/06	8.10	PARTICIPATE IN NUMEROUS TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (4.2); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (3.9).
REESE RG	01/24/06	6.80	PARTICIPATE IN NUMEROUS TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (2.7); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (4.1).
REESE RG	01/25/06	9.10	PARTICIPATE IN NUMEROUS TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (3.8); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (5.3).
REESE RG	01/26/06	4.90	PARTICIPATE IN NUMEROUS TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (2.3); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (1.7); REVIEW AND STRATEGIZE RE ARAM. MOTION (0.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	01/27/06	5.70	TELECONFERENCE RE YEAR END ALLOCATION ISSUES (0.6); PARTICIPATE IN NUMEROUS TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (2.4); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (1.4); REVIEW MOTION FILED BY LBQ AND STRATEGIZE RE RESPONSE (1.3).
REESE RG	01/30/06	6.10	TELECONFERENCE RE YEAR END ALLOCATION ISSUES (0.6); REVIEW OF MATERIALS RE SAME (0.9); PARTICIPATE IN NUMEROUS TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (2.4); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (2.2).
REESE RG	01/31/06	4.60	PARTICIPATE IN NUMEROUS TELECONFERENCES WITH DELPHI EMPLOYEES WORKING ON SUPPLIER ISSUES, SUPPLIER BUSINESS PERSONNEL AND SUPPLIER LEGAL REPRESENTATIVES (2.1); DRAFT, REVIEW AND REVISE LEGAL AGREEMENTS RELATED TO SUPPLIER TERM CHANGES, PAYMENT OF PREPETITION CLAIMS AND ASSUMPTION OF EXPIRING CONTRACTS (1.8); MEETING WITH B. SPARKS RE YEAR END ALLOCATION ISSUES (0.4); EMAILS RE SAME (0.3).
		107.30	
STUART NL	01/03/06	4.50	REVIEW ICX LETTER AND INVOICES (0.7); REVIEW 2ND CIR. CASE LAW ON ACCRUAL DATE/PETITION DATE INVOICE ISSUE (0.7); RESEARCH APPLICATION OF 362(D)(10) IN CONNECTION WITH PRE-AND POST-PETITION ACCRUALS (3.1).
STUART NL	01/04/06	0.30	TELECONFERENCE WITH CLIENT RE ICX PAYMENTS (0.3).
STUART NL	01/09/06	0.40	TELECONFERENCE WITH CLIENT RE ICX/RBS ASSET FINANCE CONTRACT (0.3); FOLLOW UP WITH COUNSEL TO ICX/RBS RE SAME (0.1).
STUART NL	01/11/06	0.10	DISCUSS ICX/RBS CONTRACT WITH COUNSEL (0.1).
		5.30	
<b>Total Associate</b>		<b>165.00</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DEMMA J	01/23/06	3.60	PREPARE SUPPLIER CONTACT LIST (3.6).
		3.60	
<b>Total Legal Assistant</b>		<b>3.60</b>	
RIVERA M	01/03/06	3.00	UPDATE PRESS RELEASE FILES AND INDEX (1.3); UPDATE CORRESPONDENCE FILES (0.7); DOCKET PLEADINGS (0.8); PREPARE PROOF OF CLAIMS FOR DISTRIBUTION (0.2).
RIVERA M	01/04/06	3.90	SCAN AND INDEX CORRESPONDENCE (2.2); UPDATE PRESS RELEASE FILES AND INDEX (1.0); UPDATE CORRESPONDENCE FILES AND INDEX (0.7).
RIVERA M	01/06/06	3.50	UPDATE PRESS RELEASE FILES AND INDEX (1.3); UPDATE CORRESPONDENCE FILES AND INDEX (1.1); DOCKET PLEADINGS (1.1).
RIVERA M	01/11/06	5.50	UPDATE PRESS RELEASE FILES AND INDEX (2.0); SCAN AND CODE CORRESPONDENCE (1.5); UPDATE CORRESPONDENCE FILES AND INDEX (1.0); DOCKET PLEADINGS (1.0).
RIVERA M	01/12/06	4.60	SCAN AND CODE CORRESPONDENCE (1.7); UPDATE CORRESPONDENCE FILES AND INDEX (1.9); DOCKET PLEADINGS (1.0).
RIVERA M	01/13/06	3.50	SCAN CORRESPONDENCE (2.5); DOCKET PLEADINGS (1.0).
RIVERA M	01/17/06	4.10	UPDATE CORRESPONDENCE FILES (1.0); REVIEW AND CODE CORRESPONDENCE (2.5); DOCKET PLEADINGS (0.6).
RIVERA M	01/18/06	4.30	UPDATE CORRESPONDENCE FILES (1.1); REVIEW AND CODE CORRESPONDENCE (2.8); DOCKET PLEADINGS (0.4).
RIVERA M	01/19/06	5.50	UPDATE CORRESPONDENCE FILES (3.0); REVIEW AND CODE CORRESPONDENCE (2.0); DOCKET PLEADINGS (0.5).
RIVERA M	01/20/06	4.00	UPDATE CORRESPONDENCE FILES (0.9); REVIEW AND CODE CORRESPONDENCE (2.6); DOCKET PLEADINGS (0.5).
RIVERA M	01/23/06	4.80	REVIEW AND CODE CORRESPONDENCE (2.6); UPDATE CORRESPONDENCE FILES (1.2); DOCKET PLEADINGS (1.0).
RIVERA M	01/24/06	4.00	REVIEW AND CODE CORRESPONDENCE (2.4); UPDATE CORRESPONDENCE FILES (0.6); DOCKET PLEADINGS (1.0).
RIVERA M	01/25/06	3.20	REVIEW AND CODE CORRESPONDENCE (2.3); UPDATE CORRESPONDENCE FILES (0.4); DOCKET PLEADINGS (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

RIVERA M	01/26/06	3.20	CODE CORRESPONDENCE (1.5); UPDATE CORRESPONDENCE FILES (0.5); DOCKET PLEADINGS (1.2).
RIVERA M	01/27/06	2.30	UPDATE CORRESPONDENCE FILES (1.1); DOCKET PLEADINGS (1.2).
RIVERA M	01/30/06	2.70	UPDATE CORRESPONDENCE FILES (1.0); DOCKET PLEADINGS (1.7).
		<b>62.10</b>	
<b>Total Legal Assistant Support</b>		<b>62.10</b>	
<b>TOTAL TIME</b>		<b><u>336.80</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Supplier Matters**

**Bill Date: 02/28/06  
Bill Number: 1108418**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	12/22/05	Lyons JK	-509.88
Air/Rail Travel - vendor feed	01/03/06	Lyons JK	640.19
Air/Rail Travel - vendor feed	01/05/06	Lyons JK	481.13
Air/Rail Travel - vendor feed	01/08/06	Reese RG	760.68
Air/Rail Travel - vendor feed	01/08/06	Reese RG	44.99
Air/Rail Travel - vendor feed	01/08/06	Reese RG	-389.63
Air/Rail Travel - vendor feed	01/16/06	Reese RG	506.89
Air/Rail Travel - vendor feed	01/16/06	Reese RG	-301.23
Air/Rail Travel - vendor feed	01/20/06	Reese RG	403.21
Air/Rail Travel - vendor feed	01/22/06	Reese RG	160.66
Air/Rail Travel - vendor feed	01/26/06	Reese RG	371.04
Air/Rail Travel - vendor feed	01/26/06	Reese RG	-326.05
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$1,842.00</b>
In-house Reproduction	01/03/06	Copy Center, D	2.64
In-house Reproduction	01/10/06	Copy Center, D	10.04
In-house Reproduction	01/22/06	Copy Center, D	5.38
In-house Reproduction	01/24/06	Copy Center, D	2.74
In-house Reproduction	01/27/06	Copy Center, D	0.20
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$21.00</b>
Lexis/Nexis	01/03/06	De Elizalde D	37.37
Lexis/Nexis	01/03/06	De Elizalde D	-0.82
Lexis/Nexis	01/06/06	De Elizalde D	25.19
Lexis/Nexis	01/10/06	De Elizalde D	61.75
Lexis/Nexis	01/10/06	De Elizalde D	-0.82
Lexis/Nexis	01/17/06	De Elizalde D	100.76

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Lexis/Nexis	01/17/06	De Elizalde D	-0.42
Lexis/Nexis	01/26/06	De Elizalde D	677.99
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$901.00</b>
Westlaw	01/03/06	Reese RG	9.59
Westlaw	01/09/06	Reese RG	174.77
Westlaw	01/12/06	Reese RG	14.20
Westlaw	01/12/06	Micheli MJ	71.61
Westlaw	01/13/06	Micheli MJ	12.61
Westlaw	01/16/06	Micheli MJ	113.17
Westlaw	01/17/06	Micheli MJ	44.75
Westlaw	01/26/06	Reese RG	129.96
Westlaw	01/30/06	Reese RG	62.34
		<b>TOTAL WESTLAW</b>	<b>\$633.00</b>
Vendor Hosted Teleconferencing	11/25/05	Genesys Conferencing	201.84
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	0.16
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$202.00</b>
Air/Rail Travel (external)	12/12/05	Reese RG	65.10
Air/Rail Travel (external)	01/06/06	Reese RG	120.45
Air/Rail Travel (external)	01/21/06	Reese RG	120.45
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$306.00</b>
Out-of-Town Travel	01/02/06	Reese RG	809.13
Out-of-Town Travel	01/06/06	Reese RG	106.01
Out-of-Town Travel	01/06/06	Reese RG	510.65
Out-of-Town Travel	01/08/06	Reese RG	9.25
Out-of-Town Travel	01/13/06	Reese RG	26.41
Out-of-Town Travel	01/13/06	Reese RG	1,015.31
Out-of-Town Travel	01/13/06	Reese RG	242.32
Out-of-Town Travel	01/13/06	Reese RG	146.01
Out-of-Town Travel	01/13/06	Reese RG	490.73
Out-of-Town Travel	01/16/06	Reese RG	20.25

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Travel	01/20/06	Herriott AV	247.49
Out-of-Town Travel	01/20/06	Herriott AV	245.59
Out-of-Town Travel	01/20/06	Herriott AV	40.00
Out-of-Town Travel	01/20/06	Reese RG	334.39
Out-of-Town Travel	01/20/06	Reese RG	840.78
Out-of-Town Travel	01/20/06	Reese RG	20.43
Out-of-Town Travel	01/21/06	Reese RG	130.01
Out-of-Town Travel	01/21/06	Reese RG	107.22
Out-of-Town Travel	01/26/06	Reese RG	106.01
Out-of-Town Travel	01/26/06	Reese RG	405.78
Out-of-Town Travel	01/26/06	Reese RG	830.23
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$6,684.00</b>
Messengers/ Courier	01/10/06	Dist Serv/Mail/Page, D	6.00
Messengers/ Courier	01/26/06	Dist Serv/Mail/Page, D	6.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$12.00</b>
Out-of-Town Meals	01/03/06	Reese RG	6.14
Out-of-Town Meals	01/03/06	Reese RG	32.99
Out-of-Town Meals	01/03/06	Reese RG	11.24
Out-of-Town Meals	01/04/06	Reese RG	36.13
Out-of-Town Meals	01/04/06	Reese RG	4.19
Out-of-Town Meals	01/04/06	Reese RG	4.71
Out-of-Town Meals	01/04/06	Reese RG	6.85
Out-of-Town Meals	01/05/06	Reese RG	8.06
Out-of-Town Meals	01/05/06	Reese RG	3.92
Out-of-Town Meals	01/05/06	Reese RG	24.26
Out-of-Town Meals	01/06/06	Reese RG	4.19
Out-of-Town Meals	01/06/06	Reese RG	6.85
Out-of-Town Meals	01/08/06	Reese RG	6.59
Out-of-Town Meals	01/08/06	Reese RG	32.33
Out-of-Town Meals	01/09/06	Reese RG	6.14
Out-of-Town Meals	01/10/06	Reese RG	21.68
Out-of-Town Meals	01/10/06	Reese RG	11.08
Out-of-Town Meals	01/11/06	Reese RG	9.06
Out-of-Town Meals	01/12/06	Reese RG	44.55
Out-of-Town Meals	01/13/06	Reese RG	26.99

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	01/13/06	Reese RG	8.22
Out-of-Town Meals	01/13/06	Reese RG	5.38
Out-of-Town Meals	01/13/06	Reese RG	6.18
Out-of-Town Meals	01/16/06	Reese RG	24.06
Out-of-Town Meals	01/17/06	Reese RG	8.22
Out-of-Town Meals	01/17/06	Reese RG	12.14
Out-of-Town Meals	01/18/06	Reese RG	8.53
Out-of-Town Meals	01/18/06	Reese RG	70.75
Out-of-Town Meals	01/18/06	Reese RG	16.16
Out-of-Town Meals	01/19/06	Reese RG	6.14
Out-of-Town Meals	01/19/06	Reese RG	15.41
Out-of-Town Meals	01/19/06	Reese RG	89.97
Out-of-Town Meals	01/20/06	Reese RG	5.99
Out-of-Town Meals	01/20/06	Reese RG	32.65
Out-of-Town Meals	01/20/06	Reese RG	23.63
Out-of-Town Meals	01/20/06	Reese RG	20.01
Out-of-Town Meals	01/20/06	Herriott AV	11.86
Out-of-Town Meals	01/21/06	Reese RG	13.99
Out-of-Town Meals	01/21/06	Reese RG	7.08
Out-of-Town Meals	01/22/06	Reese RG	29.99
Out-of-Town Meals	01/23/06	Reese RG	5.99
Out-of-Town Meals	01/23/06	Reese RG	7.46
Out-of-Town Meals	01/23/06	Reese RG	28.02
Out-of-Town Meals	01/24/06	Reese RG	15.47
Out-of-Town Meals	01/26/06	Reese RG	2.82
Out-of-Town Meals	01/26/06	Reese RG	38.27
Out-of-Town Meals	01/26/06	Reese RG	9.80
Out-of-Town Meals	01/29/06	Reese RG	24.80
Out-of-Town Meals	01/30/06	Reese RG	14.99
Out-of-Town Meals	01/30/06	Reese RG	6.14
Out-of-Town Meals	01/31/06	Reese RG	25.74
Out-of-Town Meals	01/31/06	Reese RG	4.19
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$908.00</b>
Outside Research/Internet Services	12/31/05	Pacer Service Center	0.32

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Outside Research/Internet Services	01/06/06	Pacer Service Center	390.68
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$391.00</b>
Wireless - Mobile/Cellular/Pager	12/09/05	Meisler RE	17.05
Wireless - Mobile/Cellular/Pager	01/09/06	Meisler RE	1.95
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$19.00</b>
		<b>TOTAL MATTER</b>	<b>\$11,919.00</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-3  
TAX MATTERS  
1,557.8 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Tax Matters**

**Bill Date: 12/30/05  
Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/09/05	0.30	REVIEW EMAILS AND ISSUES RE NOL TRADING ORDER (0.3).
BUTLER, JR. J	10/10/05	0.80	CONTINUE TO REVIEW ISSUES RE NOL TRADING ORDER (0.6); PARTICIPATE IN WORKING GROUP TELECONFERENCE RE SAME (0.2).
BUTLER, JR. J	10/11/05	0.40	CONTINUE TO REVIEW ISSUES RE NOL TRADING ORDER (0.4).
BUTLER, JR. J	10/12/05	0.60	REVIEW DRAFT TRADING ORDER AND RELATED MATERIALS (0.6).
BUTLER, JR. J	11/10/05	0.40	REVIEW AND COMMENT ON HOWARD COUNTY TAX MEMO (0.4).
		2.50	
COCHRAN EL	10/11/05	1.40	NEGOTIATED CLAIMS FILING ORDER (1.4).
COCHRAN EL	10/14/05	1.60	REVIEW ISSUES RE CLOSING TRADING ORDER, CUSTODY AND TELECONFERENCES WITH C. GROSS AND E. SENSENBRENNER (1.6).
		3.00	
GROSS C	10/10/05	8.60	REVIEW AND ANALYZE LEHMAN ET. AL. (CLEARY GOTTLIEB) OBJECTIONS TO CLAIMS TRADING MOTION (3.4); WORK TO RESOLVE OBJECTIONS TO CLAIMS TRADING MOTION (2.6); WORK TO DEVELOP STRATEGY FOR RESPONDING TO OBJECTIONS AND DEFENDING MOTION FOR CLAIMS TRADING ORDER (2.6).
GROSS C	10/11/05	14.60	PREPARATION FOR 1ST DAY HEARINGS ON ORDINARY COURSE TAX MOTIONS (3.6); PREPARE FOR DEFENSE OF CLAIMS TRADING MOTION AND REQUESTED COURT ORDER IN 1ST DAY HEARING (9.4); WORK TO RESOLVE CLEARY GOTTLIEB OBJECTIONS TO CLAIMS TRADING MOTION (1.6).
GROSS C	10/12/05	8.60	PREPARE FOR AND ATTEND COURT SESSION BEFORE JUDGE DRAIN ON CLAIMS TRADING MOTION (3.2); WORK ON REVISIONS TO DRAFT CLAIMS TRADING INTERIM ORDER (3.4); NEGOTIATIONS WITH CLEARY GOTTLIEB (2.0).
GROSS C	10/13/05	9.20	WORK ON SECTION 382 TAX ANALYSIS OF NOLS AND OTHER TAX ATTRIBUTES WITH J. WHITSON AND S. GALE (5.6); REVIEW AND ANALYZE STATE STREET NOTICES WITH RESPECT TO EMPLOYEE PLANS STOCK OWNERSHIP RE INTERIM CLAIMS TRADING ORDER (3.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

GROSS C	10/14/05	9.30	WORK RE INTERIM COURT ORDER ON STOCK AND DEBT TRADING (4.8); REVIEW AND ANALYZE STATE STREET NOTICES (1.8); REVIEW AND ANALYZE UBS NOTICE (1.4); WORK WITH J. WHITSON AND S. GALE TO DEVELOP RESPONSES TO INTERIM ORDER NOTICES (1.3).
GROSS C	10/17/05	3.80	WORK ON ANALYSIS AND STRATEGY OF RESPONDING TO CLAIMS TRADING NOTICES UNDER THE INTERIM ORDER WITH J. WHITSON AND S. GALE UNDER THE PARAMETERS OF SECTION 382 AND THE INTERIM ORDER (3.8).
GROSS C	10/18/05	4.80	REVIEW CLAIM HOLDERS REQUEST TO BE ADDED TO SCHEDULE A OF INTERIM CLAIMS TRADING ORDER (1.4); WORK RE J. WHITSON INQUIRY RE HANDLING OF TAX DISPUTES DURING PENDENCY OF CASE (2.8); ANALYSIS RE SECTION 382 FOR PURPOSES OF INTERIM CLAIMS TRADING ORDER (.6).
GROSS C	10/19/05	6.20	ANALYSIS OF SECTION 382 TAX ATTRIBUTE PRESERVATION UNDER INTERIM CLAIMS TRADING ORDER (3.2); WORK ON DRAFT CLAIMS "SELL DOWN" PROVISIONS FOR DRAFT FINAL ORDER (1.3); MEETING WITH J. WHITSON RE: SECTION 382 ANALYSIS (.8); ANALYSIS OF ALLOCATION OF TAXES BETWEEN PRE AND POST PETITION PERIODS (.9).
GROSS C	11/01/05	5.60	WORK ON RESPONSES TO OBJECTIONS TO INTERIM CLAIMS TRADING ORDER (4.7); ANALYSIS OF TAX ATTRIBUTES UNDER SECTION 382 (.9).
GROSS C	11/02/05	2.80	ANALYZE AND DEVELOP STRATEGY FOR ADDRESSING OBJECTIONS TO CLAIMS TRADING MOTION (2.8).
GROSS C	11/04/05	3.20	WORK ON RESPONSES TO APPALOOSA/WHITE AND CASE OBJECTIONS TO INTERIM ORDER PROVISIONS AND REQUEST FOR FINAL ORDER (2.6); ANALYZE SECTION 382 CHANGES IN SHARE OWNERSHIP (0.6).
GROSS C	11/07/05	4.60	TAX WORK RE CLAIMS/EQUITY TRADING RESTRICTIONS AND INTERACTION WITH SECTION 382 RESTRICTIONS (4.6).
GROSS C	11/08/05	7.80	DRAFT AND ANALYZE FINAL CLAIMS TRADING ORDER PROVISIONS (7.8).
GROSS C	11/09/05	4.20	REVIEWED RESPONSE TO APPALOOSA/PALOMINO/WHITE AND CASE OBJECTIONS TO CLAIMS TRADING ORDER (2.5); REVIEW TECHNICAL 382 ISSUES RELATED THERETO (1.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

GROSS C	11/10/05	5.60	WORK ON APPALOOSA/PALOMINO/WHITE AND CASE AND CLEARY GOTTLIEB/LEHMAN ET. AL. OBJECTIONS TO CLAIMS TRADING ORDER AND DRAFT FINAL ORDER (4.2); WORK ON E&Y RETENTION FOR TAX WORK (1.4).
GROSS C	11/11/05	4.20	WORK ON CLEARY GOTTLIEB LEHMAN ET. AL. OBJECTIONS AND DRAFT FINAL CLAIMS TRADING ORDER (1.5); WORK ON TAX STRATEGY DISCUSSION ANALYSIS (1.2); WORK ON APPALOOSA/PALOMINO/WHITE AND CASE OBJECTIONS TO EQUITY TRADING PROVISIONS IN INTERIM ORDER/MOTION (1.5).
GROSS C	11/12/05	2.20	TAX WORK RE REVISIONS TO DRAFT FINAL CLAIMS/EQUITY TRADING ORDER (2.2).
GROSS C	11/17/05	3.40	WORK RE CLAIMS TRADING OBJECTIONS BY APPALOOSA (1.1); WORK CLEARY GOTTLIEB OBJECTIONS TO CLAIMS TRADING ORDER (2.3).
GROSS C	11/18/05	5.40	TAX WORK RE CLAIMS/EQUITY TRADING OBJECTIONS OF CLEARY/ADJOURNMENT OF HEARING TO JAN 5TH/APPALOOSA OBJECTION TO EQUITY TRADING RESTRICTIONS (3.6); WORK RE EMPLOYMENT TAX MATTERS (PER J. WHITSON) (1.8).
GROSS C	11/21/05	5.60	WORK RE CLEARY ADJOURNMENT OF HEARING TO JAN 5TH (0.8); WORK ON APPALOOSA/PALOMINO OBJECTIONS AND THEIR RESOLUTION (3.2); WORK ON DC CAPITAL PARTNERS/SCHULTE ROTH OBJECTION TO CLAIMS TRADING MOTION (1.6).
GROSS C	11/22/05	4.40	TAX WORK RE CLEARY OBJECTION TO CLAIMS TRADING ORDER (1.2); WORK RE DC CAPITAL PARTNERS/SCHULTE ROTH OBJECTION (3.2).
GROSS C	11/23/05	6.80	WORK RE APPALOOSA OBJECTIONS (2.6); WORK ON RESOLVING SCHULTE ROTH/DC CAPITAL PARTNERS OBJECTIONS (4.2).
GROSS C	11/24/05	0.30	WORK RE STRATEGY IN RESPONDING TO SCHULTE ROTH/DC CAPITAL PARTNERS OBJECTIONS TO CLAIMS TRADING ORDER (0.3).
GROSS C	11/25/05	0.60	TAX WORK RE CLAIMS TRADING OBJECTIONS (0.6).
GROSS C	11/28/05	4.20	TAX WORK RE OBJECTIONS OF WHITE AND CASE/APPALOOSA OBJECTIONS TO CLAIMS TRADING PROVISIONS (1.8); REVIEW AND ANALYSIS OF DC CAPITAL PARTNERS/SCHULTE ROTH OBJECTIONS TO CLAIMS/EQUITY TRADING ORDER (2.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

GROSS C	11/29/05	7.20	WORK ON STRATEGY/RESPONSES TO APPALOOSA/PALOMINO/WHITE AND CASE OBJECTIONS TO CLAIMS TRADING MOTION (.8); WORK ON RESOLVING SCHULTE ROTH/DC CAPITAL PARTNERS OBJECTIONS TO EQUITY PROVISIONS OF CLAIMS TRADING ORDER (3.8); ANALYZE AND REVIEW WITHHOLDING TAX MATTER (1.2); REVIEW AND ANALYZE DRAFT FINAL CLAIMS TRADING ORDER SELL DOWN PROVISIONS (1.4).
		<b>143.20</b>	
LEDUC A	10/10/05	2.80	MULTIPLE TELECONFERENCES WITH C. GROSS RE CLAIMS TRADING (0.9); REVIEW EMAIL RELATING TO CLAIMS TRADING ORDER (0.9); REVIEW SO-CALLED MODEL CLAIMS TRADING ORDER (1.0).
LEDUC A	10/11/05	1.10	ANALYSIS OF OBJECTION TO CLAIMS TRADING ORDER (1.1).
LEDUC A	10/12/05	1.00	ANALYSIS OF CLAIMS TRADING AND ISSUES (1.0).
LEDUC A	10/13/05	3.20	TELECONFERENCE WITH C. GROSS RE CLAIMS TRADING (1.5); REVIEW SECTION 382 SEGREGATION RULES (1.7).
LEDUC A	10/14/05	2.10	ANALYZE SEGREGATION ISSUE (1.2); TELECONFERENCES WITH C. GROSS AND E. SENSENBRENNER (0.9).
LEDUC A	10/17/05	1.20	ANALYZE CLAIMS TRADING ORDER AND ISSUES (1.2).
LEDUC A	10/19/05	0.80	TELECONFERENCE WITH C. GROSS RE PREPETITION TAX ISSUES (0.8).
LEDUC A	10/27/05	1.40	REVIEW PROPOSED ORDER (0.9); TELECONFERENCE WITH E. SENSENBRENNER (0.3); TELECONFERENCE WITH C. GROSS (0.2).
LEDUC A	10/28/05	1.30	ANALYZE DRAFT FINAL ORDER (1.3).
LEDUC A	10/31/05	2.10	REVIEW AND COMMENT ON DRAFT FINAL ORDER (2.1).
		<b>17.00</b>	
LEFF NM	10/26/05	1.50	CONFERENCE CALLS WITH C. GROSS, M. BERGMANN AND J. MULLIN RE EFFECT OF QUALIFIED PLAN SALES ON SECTION 382 ANALYSIS (1.5).
		<b>1.50</b>	
MARAFIOTI KA	10/10/05	1.10	CORRESPONDENCE FROM DEBT HOLDERS RE NOL CLAIMS TRADING MOTION (0.3); WORK TO DEVELOP RESOLUTION RE ORDER (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	10/11/05	0.80	REVIEWED OBJECTION TO NOL MOTION BY CITIBANK & LEHMAN (0.4); WORK ON REVISIONS TO ORDER (0.4).
MARAFIOTI KA	10/12/05	4.10	WORK ON REVISIONS TO NOL TRADING ORDER (2.1); NEGOTIATIONS WITH OBJECTING PARTIES (1.0); ATTENDED HEARING BEFORE JUDGE DRAIN RE SAME (0.4); CONFERENCES AND COMMUNICATIONS WITH KCC RE SERVICE OF ORDER (0.4); REVIEW NEWSPAPER PROOFS OF NOTICE (0.2).
MARAFIOTI KA	10/14/05	0.20	TELECONFERENCE RE NOL NOTICES & PROCEDURES (0.2).
MARAFIOTI KA	10/19/05	0.30	ANALYZE ISSUES RE NOL MOTION & ERNST & YOUNG ENGAGEMENT (0.3).
MARAFIOTI KA	10/20/05	0.20	CORRESPONDENCE RE NOL MOTION (0.2).
MARAFIOTI KA	10/31/05	0.20	ANALYZE ISSUES RE APPALOOSA OBJECTION TO NOL ORDER AND POSSIBLE RESOLUTION OF SAME (0.2).
MARAFIOTI KA	11/01/05	0.40	CONFERENCES RE NOL ORDER AND APPALOOSA (0.4).
MARAFIOTI KA	11/08/05	3.90	REVIEW PROPOSED, FINAL ORDER RE NOL CLAIMS AND SECURITIES TRADING (0.9); REVIEW NOTICE OF ELECTION AND CONSENT (0.4); DID RESEARCH RE NOL ISSUES (0.5); CONFERENCES RE NOL ORDER REVISIONS AND NEGOTIATIONS WITH INTERESTED AND OBJECTING PARTIES (1.7); STRATEGY DEVELOPMENT (0.4).
MARAFIOTI KA	11/09/05	1.10	CONTINUED WORK RE NOL ORDER ISSUES (0.3); WORK ON APPALOOSA WAIVER (0.8).
MARAFIOTI KA	11/11/05	0.30	REPORT RE NOL NEGOTIATIONS WITH CLEARY (0.3).
MARAFIOTI KA	11/13/05	0.10	CORRESPONDENCE RE TAX ISSUES (0.1).
MARAFIOTI KA	11/14/05	0.20	STUDY ISSUES RE NOL ORDER AND POSSIBLE NEW IRS RULES (0.2).
MARAFIOTI KA	11/15/05	0.70	WORK ON NOL ISSUES (0.2) E & Y ENGAGEMENT LETTER ISSUES (0.3), AND APPALOOSA WAIVER (0.2).
MARAFIOTI KA	11/16/05	1.40	REVIEWED REVISIONS TO NOL ORDER (0.9); REPORT ON APPALOOSA RESOLUTION (0.2); STUDY TAX ISSUES ASSOCIATED WITH NOL ORDER (0.3).
MARAFIOTI KA	11/18/05	2.00	CONSIDER FILING DEADLINE EXTENSION AND WORK ON NOL ISSUES (1.6); ANALYZE TAX RESTRUCTURING INVOLVING AUSTRIAN SUBSIDIARY (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	11/21/05	1.40	REVIEW APPALOOSA WAIVER AND RELATED CORRESPONDENCE (0.4); DEVELOP STRATEGY RE NOL ISSUES (0.5); REVIEWED OBJECTION OF D.C. CAPITAL PARTNERS (0.5).
MARAFIOTI KA	11/22/05	1.00	REVIEW CORRESPONDENCE TO APPALOOSA (0.2); PREPARE FOR POSSIBLE HEARING (0.3); DEVELOP STRATEGY RE OBJECTIONS TO NOL ORDER (0.5).
MARAFIOTI KA	11/23/05	3.10	TELECONFERENCES WITH C. LEVY RE D.C. CAPITAL OBJECTION (0.5); ANALYZE ISSUES RAISED BY D.C. CAPITAL OBJECTION (1.4); DEVELOP PLANS FOR POSSIBLE CONTESTED HEARING (0.3); DEVELOP STRATEGY RE NOL ISSUES (0.9).
MARAFIOTI KA	11/28/05	0.70	CORRESPONDENCE FROM D. C. CAPITAL RE NOL MOTION (0.1); WORK ON LETTER AGREEMENT (0.2); STRATEGY DEVELOPMENT RE NOLS (0.4).
		<b>23.20</b>	
<b>Total Partner</b>		<b>190.40</b>	
MATZ TJ	10/14/05	1.50	REVIEW AND RESPOND TO INQUIRIES RE CLAIMS TRADING MATTERS, ISSUES AND NOTICING (1.5).
MATZ TJ	10/18/05	1.20	REVIEWING POSSIBLE WAIVER LETTERS AND REVISIONS TO EXHIBIT A TO THE INTERIM CLAIMS TRADING ORDER (0.7); TELECONFERENCES FROM LOCAL IRS TO NOTICING (0.3); FOLLOW UP WITH NOTICING AGENT RE SAME (0.2).
MATZ TJ	10/19/05	1.30	VARIOUS TELECONFERENCES RE WAIVER FOR DEBT TRADERS AND TERMS AND POSSIBLE REVISIONS TO FINAL ORDER AND ADJOURNMENT TO 11/29 (1.3).
MATZ TJ	10/20/05	1.20	TELECONFERENCES AND CORRESPONDENCE WITH S. CARGILL RE CLAIMS TRADING ORDER, CONTINUANCE OF HEARING (0.8); FOLLOW UP WORK RE SAME AND REVISIONS TO FINAL ORDER (0.4).
MATZ TJ	10/26/05	1.50	TELECONFERENCES AND CORRESPONDENCE RE CLAIMS TRADING ORDER, REVISIONS AND ADJOURNMENT OF HEARING TO 11/29 (1.5).
MATZ TJ	11/01/05	0.80	CORRESPONDENCE RE ADDITIONS TO WAIVER NOTICE (0.2); CONTINUING REVIEW OF PROPOSED CHANGES TO FINAL ORDER (0.6).
MATZ TJ	11/02/05	1.80	REVIEWING AND COMMENTING ON REVISIONS TO FINAL CLAIMS TRACKING ORDER (1.5); FOLLOW UP CORRESPONDENCE RE SAME (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	11/03/05	0.80	CONTINUING WORK ON REVISIONS FOR FINAL CLAIMS TRADING ORDER (0.6); CORRESPONDENCE RE SAME (0.2).
MATZ TJ	11/08/05	2.40	REVIEWING DRAFT FINAL ORDER (0.4); WORKING ON TIMING MATTERS (0.1); CONFERENCE CALL RE REVISIONS TO FINAL ORDER, OBJECTIONS AND POSSIBLE TIMING ISSUES (1.5); FOLLOW UP WORK RE SAME (0.4).
MATZ TJ	11/09/05	1.60	CONTINUED REVIEW AND REVISE TO FINAL CLAIMS TRADING ORDER AND WAIVERS RE EQUITY HOLDERS (1.2); FOLLOW UP CALLS RE SAME (0.4).
MATZ TJ	11/10/05	1.10	REVIEW AND COMMENT ON WAIVER FOR APPALOOSA (0.5); REVIEW AND REVISE FINAL ORDER IN RESPECT THEREOF (0.6).
MATZ TJ	11/11/05	0.60	CONTINUING WORK ON TRADING EXEMPTIONS SCHEDULE A AND APPALOOSA WAIVER (0.6).
MATZ TJ	11/14/05	0.20	REVIEW CORRESPONDENCE FROM DEPARTMENT OF REVENUE (0.2).
MATZ TJ	11/15/05	3.60	EXTENSIVE REVIEW AND REVISE FINAL OF ORDER RE DEBT HOLDERS AND FOLLOW UP WORK RE SAME (3.2); COMMENT ON PROPOSED REVISIONS TO APPALOOSA WAIVER LETTER AND FOLLOW UP RE SAME (0.4).
MATZ TJ	11/18/05	2.00	CONTINUING WORK ON FINAL CLAIMS TRADING ORDER AND FOLLOW UP DISCUSSIONS RE SAME (2.0).
MATZ TJ	11/21/05	3.20	FOLLOW UP RE APPALOOSA WAIVER AND WITHDRAWAL OF OBJECTION (0.3); CORRESPONDENCE RE SAME (0.1); CONTINUING WORK ON FORM OF FINAL CLAIMS TRADING ORDER (0.9); REVIEWING OBJECTION FILED BY D.C. CAPITAL (0.5); WORKING ON SAME AND ADJOURNMENT (0.6); REVIEW AND REVISE MARATHON ASSET MANAGEMENT WAIVER (0.4); REVIEW AND REVISE CLARIFICATION RE BENEFICIAL OWNERSHIP (0.4).
MATZ TJ	11/22/05	0.80	CONTINUING WORK ON RESOLVING OBJECTIONS TO CLAIMS TRADING FINAL ORDER FROM D.C. CAPITAL (0.5); CORRESPONDENCE RE BENEFICIAL OWNERSHIP FOR APPALOOSA (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	11/23/05	4.00	TELECONFERENCE WITH S. THACHER RE COMMENTS ON FINAL CLAIMS TRADING ORDER (0.4); TELECONFERENCES AND CORRESPONDENCE WITH M. BRONDE AND E. FOX RE SAME (0.4); REVIEW AND REVISE FINAL CLAIMS TRADING ORDER, D.C. CAPITAL OBJECTION, SUMMARY OF RESPONSES, AND WORK ON POSSIBLE RESOLUTIONS (3.2).
MATZ TJ	11/26/05	0.30	FOLLOW UP WORK AND CORRESPONDENCE RE ADJOURNMENT OF NOVEMBER 29TH FINAL ORDER HEARING AND TERMS THEREOF (0.3).
		<b>29.90</b>	
SENSENBRENNER EB	10/10/05	6.50	PREPARE FOR HEARING RE: NOL TRADING MOTION (2.3); REVIEW TRADING MOTION, ORDER (1.7); REVIEW/ANALYZE OBJECTION OF LEHMAN BROS., ET AL. TO NOL TRADING ORDER (2.5).
SENSENBRENNER EB	10/11/05	17.50	PREPARE FOR FIRST DAY HEARING RE: TAX MOTIONS (3.4); REVIEW TAX MOTIONS (3.7); REVIEW/REVISE NOL TRADING MOTION (2.5); ATTEND FIRST DAY HEARING (3.2); WORK TO RESOLVE OBJECTION TO NOL TRADING ORDER (4.7).
SENSENBRENNER EB	10/12/05	10.80	PREPARE FOR HEARING RE: NOL TRADING ORDER (2.7); ATTEND HEARING RE: NOL TRADING ORDER (3.2); WORK TO RESOLVE OBJECTION; REVISE NOL TRADING ORDER (4.9).
SENSENBRENNER EB	10/13/05	9.30	TAX ANALYSIS RE: 382, NOLS AND OTHER TAX ATTRIBUTES (4.5); REVIEW NOTICES, ANALYSIS OF 401 PLANS STOCK HOLDINGS (4.8).
SENSENBRENNER EB	10/14/05	7.60	WORK WITH J. WHITSON, S. GALE RE: RESPONSES TO INTERIM ORDER NOTICES (3.4); WORK RE: INTERIM NOL TRADING ORDER (2.5); REVIEW/ANALYZE NOTICES UNDER INTERIM ORDER (1.7).
SENSENBRENNER EB	10/17/05	4.70	TAX WORK RE: INTERIM ORDER (3.2); DEVELOP RESPONSES TO INQUIRIES RE: TRADING IN CLAIMS AND EQUITY UNDER INTERIM ORDER (1.5).
SENSENBRENNER EB	10/18/05	3.50	TAX ANALYSIS RE: 382, TAX ATTRIBUTES (2.5); WORK RE: CLAIMS TRADING ORDER (1.0).
SENSENBRENNER EB	10/19/05	6.00	TAX ANALYSIS UNDER SECTION 382 WITH RESPECT TO TAX ATTRIBUTES (1.8); ANALYSIS RE: CLAIMS TRADING PROVISIONS UNDER FINAL NOL TRADING ORDER (3.4); MEET WITH J. WHITSON RE: TAX ANALYSIS OF TAX ATTRIBUTES (.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SENSENBRENNER EB	10/20/05	5.20	SECTION 382 ANALYSIS (2.5); ANALYZED EFFECT OF EQUITY HOLDINGS AND DISPOSITION OF CERTAIN EQUITY INTERESTS ON TAX ATTRIBUTES (1.5); WORKED TO RESOLVE OBJECTIONS (1.2).
SENSENBRENNER EB	10/21/05	3.50	ANALYZED TAX ISSUES RE: DIP FINANCING (1.2); TAX WORK RE: "SELL-DOWN" MECHANISM FOR FINAL NOL TRADING ORDER (2.3).
SENSENBRENNER EB	10/24/05	4.70	ANALYZED TAX ISSUES RE OWNERSHIP CHANGE UNDER SECTION 382, EFFECT OF CERTAIN EQUITY DISPOSITIONS (2.4); DEVELOP STRATEGY FOR RESPONSE TO OBJECTIONS TO NOL TRADING MOTION (1.8); WORK ON REVISIONS TO NOL TRADING MOTION (.5).
SENSENBRENNER EB	10/25/05	7.20	TAX ANALYSIS RE: SECTION 382 OWNERSHIP CHANGE, TAX ATTRIBUTE PRESERVATION (3.8); REVIEW OBJECTIONS RE NOL TRADING ORDER (1.4); WORKED TO RESOLVE CONCERNS OF OBJECTORS RE: CLAIMS TRADING PROVISIONS OF NOL TRADING ORDER (2.0).
SENSENBRENNER EB	10/26/05	3.00	REVIEW/REVISE NOL TRADING ORDER (2.4); RESPOND TO INQUIRIES RE: PROVISIONS OF INTERIM ORDER (0.6).
SENSENBRENNER EB	10/27/05	5.00	ANALYSIS RE: 382 OWNERSHIP CHANGE PROVISIONS AS APPLICABLE TO CERTAIN ACQUISITIONS AND DISPOSITIONS OF EQUITY INTERESTS (1.7); REVIEW PROVISIONS OF DRAFT FINAL NOL TRADING ORDER (1.5); WORK TO RESOLVE OBJECTIONS TO NOL ORDER (1.0); RESPOND TO INQUIRIES REGARDING PROVISIONS OF INTERIM NOL TRADING ORDER (.8).
SENSENBRENNER EB	10/28/05	3.30	REVIEW OBJECTIONS TO INTERIM NOL TRADING ORDER (1.7); REVIEW DRAFT FINAL ORDER (1.6).
SENSENBRENNER EB	10/31/05	4.00	TAX ANALYSIS RE: APPLICATION OF SECTION 382 OWNERSHIP CHANGE PROVISIONS TO CERTAIN DISPOSITIONS OF EQUITY INTERESTS (3.6); RESPOND TO INQUIRIES RE: PROVISIONS ON INTERIM NOL ORDER (.4).
SENSENBRENNER EB	11/01/05	6.40	WORK ON DEVELOPING RESPONSES TO OBJECTIONS TO INTERIM NOL ORDER (2.8); TAX ANALYSIS RE: APPLICATION OF SECTION 382 PROVISIONS (3.2); REVIEW OBJECTIONS TO INTERIM NOL TRADING ORDER (.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SENSENBRENNER EB	11/02/05	3.40	TAX ANALYSIS RE: APPALOOSA OWNERSHIP OF EQUITY INTERESTS, STRUCTURE OF INVESTMENT, APPLICATION OF SECTION 382 PROVISIONS WITH RESPECT TO CERTAIN DISPOSITIONS (3.4).
SENSENBRENNER EB	11/03/05	7.40	DEVELOP RESPONSE TO APPALOOSA OBJECTION TO INTERIM NOL TRADING ORDER (2.4); TAX ANALYSIS RE: SECTION 382, APPLICATION TO DISPOSITION OF EQUITY INTERESTS (3.1); REVIEW "SELL-DOWN" PROVISIONS OF DRAFT FINAL NOL TRADING ORDER (1.9).
SENSENBRENNER EB	11/04/05	6.30	TAX WORK RE: RESPONSE TO APPALOOSA OBJECTION (2.5); RESPOND TO INQUIRY FROM R. MASON OF WACHTELL, LIPTON (CAP RE) RE: INTERIM ORDER (.6); ANALYSIS OF OWNERSHIP CHANGE PROVISIONS OF SECTION 382, APPLICATION TO DISPOSITIONS OF EQUITY INTERESTS (3.2).
SENSENBRENNER EB	11/07/05	2.30	ANALYSIS RE EQUITY AND CLAIMS TRADING UNDER SECTION 382 (0.9); WORK ON RESPONSE TO APPALOOSA OBJECTION (1.4).
SENSENBRENNER EB	11/08/05	5.50	WORK ON CLAIMS TRADING PROVISIONS OF FINAL NOL TRADING ORDER (4.2); WORK ON ADDRESSING ISSUES RAISED IN APPALOOSA OBJECTION (1.3).
SENSENBRENNER EB	11/09/05	7.40	ANALYZE VARIOUS TAX ISSUES RELATED TO OWNERSHIP, ACQUISITION AND DISPOSITION OF EQUITY INTERESTS UNDER SECTION 382 (4.5); WORKED ON RESPONSE TO APPALOOSA RE: OBJECTION TO INTERIM ORDER (2.9).
SENSENBRENNER EB	11/10/05	5.80	RESPOND TO INQUIRY FROM P. COX OF AKIN, GUMP RE: APPLICATION OF PROVISIONS OF INTERIM ORDER (.3); WORKED ON RESPONSE TO APPALOOSA RE: OBJECTION TO INTERIM NOL TRADING ORDER (2.1); TAX ANALYSIS RE: APPLICATION OF SECTION 382 TO OWNERSHIP OF EQUITY INTERESTS BY APPALOOSA FUNDS (3.4).
SENSENBRENNER EB	11/11/05	3.00	DEVELOP STRATEGY FOR RESPONDING TO OBJECTIONS TO INTERIM ORDER (1.4); WORK ON REVISING CLAIMS TRADING PROVISIONS FOR FINAL NOL TRADING ORDER (1.6).
SENSENBRENNER EB	11/14/05	2.00	REVIEWED PROVISIONS RE: CLAIMS OWNERSHIP AND TRADING OF INTERIM ORDER (0.6); WORKED ON "SELL-DOWN" PROVISIONS WITH RESPECT TO CLAIMS TRADING OF DRAFT FINAL NOL TRADING ORDER (1.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SENSENBRENNER EB	11/15/05	0.50	WORK RE: RESPONSE TO APPALOOSA OBJECTION (0.5) .
SENSENBRENNER EB	11/16/05	3.70	TAX ANALYSIS RE: SECTION 382; APPLICATION OF SAME TO OWNERSHIP AND DISPOSITION OF EQUITY INTERESTS (2.4); WORK ON RESOLUTION OF APPALOOSA OBJECTION (1.3) .
SENSENBRENNER EB	11/21/05	6.80	WORK ON FINAL NOL TRADING ORDER TO ADDRESS OBJECTION OF CLAIMS TRADERS (2.6); ANALYSIS OF CLAIMS TRADING PROVISIONS AND "SELL-DOWN" MECHANISM UNDER SECTION 382 (3.2); WORK ON RESPONSE TO APPALOOSA OBJECTION (1.0) .
SENSENBRENNER EB	11/22/05	4.50	REVIEW OBJECTION OF DC CAPITAL PARTNERS TO INTERIM ORDER (1.2); REVIEW INTERIM ORDER, MOTION IN SUPPORT OF NOL TRADING ORDER (.8); ANALYSIS OF EQUITY ACQUISITIONS AND DISPOSITIONS UNDER SECTION 382 (1.9); WORK ON RESOLUTION OF APPALOOSA OBJECTION (.6) .
SENSENBRENNER EB	11/23/05	8.40	ANALYSIS UNDER SECTION 382 WITH RESPECT TO ACQUISITIONS AND DISPOSITIONS OF OWNERSHIP INTERESTS (3.7); DEVELOPED RESPONSE WITH RESPECT TO DC CAPITAL PARTNERS OBJECTIONS TO INTERIM ORDER (4.3); RESPOND TO INQUIRY OF BRANDES INVESTMENT PARTNERS RE: APPLICATION OF PROVISIONS OF FINAL NOL TRADING ORDER (.4) .
SENSENBRENNER EB	11/24/05	0.80	WORKED ON RESOLUTION OF APPALOOSA OBJECTION (0.6); RESPOND TO INQUIRY FROM D. LOWNTHAL FROM THELEN, REID & PRIEST ON BEHALF OF BRANDES INVESTMENT PARTNERS RE: HEARING ON NOL TRADING ORDER (0.2) .
SENSENBRENNER EB	11/28/05	5.20	WORK ON RESPONSE TO OBJECTION OF DC CAPITAL PARTNERS TO NOL TRADING ORDER (4.2); ANALYZED IMPACT OF CERTAIN ACQUISITIONS OF EQUITY INTERESTS UNDER SECTION 382 (1.0) .
SENSENBRENNER EB	11/29/05	4.70	WORKED ON REVISING NOL TRADING MOTION, "SELL-DOWN" PROVISIONS FOR FINAL NOL TRADING ORDER (3.9); RESPONDED TO INQUIRIES RE: APPLICATION OF PROVISIONS OF INTERIM ORDER TO EQUITY OWNERSHIP (.8) .
SENSENBRENNER EB	11/30/05	4.20	ANALYSIS UNDER SECTION 382 WITH RESPECT TO SCOPE OF INTERIM NOL TRADING ORDER AND OWNERSHIP OF CLAIMS AND EQUITY INTERESTS (.8); WORKED ON FINAL TRADING ORDER (.7); DRAFT RESPONSE TO DC CAPITAL PARTNERS OBJECTION TO INTERIM ORDER (2.7) .

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

		<b>190.10</b>	
<b>Total Counsel</b>		<b>220.00</b>	
DICKERSON CL	10/09/05	1.20	ASSIST WITH PREPARATION OF PROFFER FOR CLAIMS TRADING MOTION (1.2).
DICKERSON CL	10/10/05	3.90	REVIEW PLEADINGS RE CLAIMS TRADING MOTION (1.0); RESEARCH RE SAME (2.2); DISCUSSIONS WITH OTHER PROFESSIONALS RE SAME (0.7).
DICKERSON CL	10/11/05	3.70	CONTINUED REVIEW/REVISIONS TO PROFFER AND INTERIM ORDER RE CLAIMS TRADING (1.8); RESEARCH RE SAME (1.4); DISCUSSIONS WITH OTHER PROFESSIONALS RE SAME (0.5).
DICKERSON CL	10/17/05	2.90	ATTENTION TO RESEARCH RE NOTICE OF CLAIMS TRADING MOTION (1.9); DISCUSSIONS WITH OTHER PROFESSIONALS RE SAME (0.3); REVIEW DOCUMENTS RE SAME (0.7).
DICKERSON CL	10/18/05	3.20	ATTENTIONS TO RESEARCH RE POST-PETITION INTEREST AND TAX CLAIMS (3.2).
DICKERSON CL	10/19/05	2.00	CONTINUED ATTENTION TO RESEARCH RE CALCULATION OF TAX CLAIMS (2.0).
DICKERSON CL	10/21/05	3.80	CONTINUED ATTENTION TO RESEARCH RE IRS CLAIM ISSUES (1.8); ATTENTION TO RESEARCH RE SETTLEMENT OF TAX AUDIT (1.5); DISCUSSIONS WITH OTHER PROFESSIONALS RE SAME (0.5).
DICKERSON CL	10/23/05	1.50	CONTINUED RESEARCH RE IRS CLAIM ISSUES (1.5).
DICKERSON CL	10/25/05	2.40	CONTINUED ATTENTION TO RESEARCH RE AUDIT ISSUES (1.5); CONTINUED ATTENTION TO RESEARCH RE IRS CLAIM ISSUES (0.9).
		<b>24.60</b>	
FEINBERG AS	10/09/05	2.40	ANALYSIS RE APPLICATION OF OWNERSHIP LIMITATION RULES (2.4).
FEINBERG AS	10/10/05	3.30	ANALYSIS RE SECTION 382 LIMITATIONS (3.3).
FEINBERG AS	10/14/05	6.60	CONFERENCE CALLS AND ANALYSIS RE STOCK SALE BY CURRENT SHAREHOLDERS (2.3); ANALYSIS RE OWNERSHIP CHANGE RULES (4.3).
FEINBERG AS	10/17/05	0.70	ANALYSIS RE OWNERSHIP CHANGE REGULATIONS (0.7).
FEINBERG AS	10/20/05	2.50	ANALYSIS RE OWNERSHIP REQUIREMENTS (2.5).
FEINBERG AS	10/21/05	0.10	ANALYSIS RE OWNERSHIP CHANGE (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FEINBERG AS	10/24/05	1.10 ANALYSIS RE OWNERSHIP CHANGE AND NOTICE OF INTENT TO SELL FILINGS (1.1) .
FEINBERG AS	10/25/05	2.80 ANALYSIS RE APPLICATION OF OWNER SHIFT RULES (2.8) .
FEINBERG AS	10/26/05	4.30 REVIEW OF INTERIM AND FINAL ORDERS (1.5); ANALYSIS RE OWNER SHIFT REQUIREMENTS (2.8) .
FEINBERG AS	10/27/05	7.20 ANALYSIS RE APPLICATION OF OWNER SHIFT RULES (1.0); ANALYSIS RE SECTION 382 LIMITATION RULES (6.2) .
FEINBERG AS	10/28/05	1.70 ANALYSIS RE OWNERSHIP ATTRIBUTION RULES AND OWNER SHIFT RULES (1.7) .
FEINBERG AS	10/31/05	1.90 APPLICATION OF OWNERSHIP CHANGE RULES TO POTENTIAL FIVE PERCENT SHAREHOLDER (1.9) .
FEINBERG AS	11/01/05	3.50 REVIEW OF OWNERSHIP CHANGE ANALYSIS (0.6); ANALYSIS RE 5% SHAREHOLDERS (2.9) .
FEINBERG AS	11/02/05	1.80 ANALYSIS RE BANKRUPTCY INTERIM AND FINAL CLAIMS TRADING ORDERS (0.9); DETERMINATION OF OWNERSHIP INTERESTS OF SHAREHOLDERS (0.9) .
FEINBERG AS	11/03/05	2.50 ANALYSIS RE GROUP ACQUISITION RULES (2.0); DETERMINATION OF 5% SHAREHOLDERS (0.5) .
FEINBERG AS	11/04/05	0.40 REVIEW OF BANKRUPTCY NOTICES (0.4) .
FEINBERG AS	11/07/05	0.10 REVIEW OF BANKRUPTCY FILINGS (0.1) .
FEINBERG AS	11/08/05	0.30 ANALYSIS OF CLAIMS TRADING RESTRICTION DOCUMENTS (0.3) .
FEINBERG AS	11/09/05	0.60 ANALYSIS RE SECTION 382 RULES (0.6) .
FEINBERG AS	11/11/05	0.50 REVIEW OF CLAIMS TRADING MOTION (0.5) .
FEINBERG AS	11/13/05	0.50 ANALYSIS RE BENEFICIAL OWNERSHIP OF CLAIMS (0.5) .
FEINBERG AS	11/14/05	5.20 REVIEW OF NOTICES OF EQUITYHOLDERS AND SUBSTANTIAL CLAIMHOLDERS (3.1); ANALYSIS RE BENEFICIAL OWNERSHIP OF CLAIMS (2.1) .
FEINBERG AS	11/16/05	3.40 REVIEW AND DRAFTING OF EQUITY AND CLAIMS TRADING ORDER (3.4) .
FEINBERG AS	11/17/05	0.90 REVIEW NOTICE FILINGS (0.9) .
FEINBERG AS	11/18/05	0.90 ANALYSIS RE: OWNERSHIP CHANGE (0.9) .

55.20

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PHILLIPS DP	10/09/05	5.10	REVIEW FIRST DAY MOTIONS/ORDERS (1.6); PREPARE MATERIALS FOR HEARING (3.5).
PHILLIPS DP	10/10/05	14.90	TELECONFERENCES WITH J. WHITSON AND CLEARY GOTTLIEB RE: OBJECTION TO CLAIMS TRADING MOTION (1.8); RESEARCH PRECEDENTS FOR POSSIBLE OBJECTIONS (4.8); PREPARE MATERIALS FOR FIRST DAY HEARING (8.3).
PHILLIPS DP	10/11/05	11.50	TELECONFERENCES WITH CLEARY, RE: CLAIMS TRADING MOTION (.8); TELECONFERENCE WITH S. GALE RE SAME (3.9); RESEARCH ISSUES RAISED IN OBJECTIONS (6.8).
PHILLIPS DP	10/12/05	9.60	REVISE CLAIMS TRADING MOTION (6.2); RESEARCH ISSUES RELATING THERETO (.5); TELECONFERENCES WITH CLEARY AND J. WHITSON AND TEAM (.5); WORK ON NOTICE PROVISIONS (1.1); COORDINATE FILINGS WITH COURT (.8); REVIEW NOTICES TO BE DISTRIBUTED (.5).
PHILLIPS DP	10/13/05	2.90	RESEARCH SECTION 382 RULES AND APPLICATION TO CLAIMS TRADING ORDER (2.9).
PHILLIPS DP	10/17/05	8.40	REVIEW REQUESTS FOR ADDITION TO SCHEDULE A OF CLAIMS TRADING ORDER (1.6); DEVELOP PROCEDURE FOR REVIEWING CLAIMS TRADING ORDER WAIVER REQUESTS (2.3); CONSIDER APPLICATION OF PARTIES TO SCHEDULE A (.9); TELECONFERENCE WITH COUNSEL FOR SCHEDULE A REQUESTERS (.4); REVISE SCHEDULE A RESPONSES (3.2).
PHILLIPS DP	10/18/05	6.10	REVIEW REQUESTS TO BE ADDED TO CLAIMS TRADING ORDER (1.1); DRAFT RESPONSES THERETO AND NOTIFICATION OF AMENDMENT TO CLAIMS TRADING ORDER (3.9); WORK ON FINAL CLAIMS TRADING ORDER (1.1).
PHILLIPS DP	10/19/05	9.80	WORK ON FINAL CLAIMS TRADING ORDER (6.4); MEET WITH J. WHITSON RE TAX ISSUES (1.2); ANALYZE APPLICATION OF BANKRUPTCY CODE TO DELPHI'S TAX SITUATION (2.2).
PHILLIPS DP	10/20/05	7.80	DRAFT FINAL TRADING ORDER (6.1); WORK ON TAX ISSUES RELATED TO DIP FINANCING (.8); TELECONFERENCE WITH B. SPARKS AND S. GALE RE SAME (.9).
PHILLIPS DP	10/21/05	4.00	REVISE FINAL CLAIMS ORDER (2.6); RESPOND TO AND COORDINATE ADDITIONS TO SCHEDULE A (1.4).
PHILLIPS DP	10/22/05	1.10	REVISE FINAL CLAIMS TRADING ORDER (1.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PHILLIPS DP	10/24/05	3.10	REVIEW MODEL CLAIMS TRADING ORDER (1.6); MODIFY FINAL ORDER (0.9); REVIEW 10Q FOR TAX DESCRIPTION RELATING TO BANKRUPTCY (0.6).
PHILLIPS DP	10/25/05	9.60	REVIEW OBJECTION TO CLAIMS TRADING ORDER (5.3); TELECONFERENCE WITH S. GALE RE SERVICE OF NOTICE ISSUE AND CLAIMS TRADING OBJECTION (.6); EVALUATE OBJECTOR'S CLAIMS (3.7).
PHILLIPS DP	10/26/05	10.50	INCORPORATE COMMENTS ON FINAL CLAIMS TRADING ORDER (3.2); ANALYZE REQUESTS FOR REVISIONS TO CLAIMS TRADING ORDER (4.6); FULFILL REQUESTS FOR SUBSTANTIAL HOLDER FORMS (2.0); TELECONFERENCE WITH S. GALE AND B. SHAW RE CLAIMHOLDER TELECONFERENCES (.7).
PHILLIPS DP	10/27/05	3.30	COORDINATE RESPONSE TO FILERS REQUESTING TO BE ADDED TO SCHEDULE A (1.1); WORK ON OWNERSHIP RULES OF SECTION 382 (2.2).
PHILLIPS DP	10/31/05	8.40	COORDINATE RESPONSE TO CLAIMS HOLDER/MARKET MAKERS (2.6); TELECONFERENCE WITH S. GALE RE SAME (.8); RESEARCH BENEFICIAL OWNERSHIP ISSUES RELATING TO EQUITY AND CLAIMS (5.0).
PHILLIPS DP	11/01/05	8.20	RESPOND TO CLAIM/EQUITY HOLDERS' REQUEST RELATING TO CLAIMS TRADING ORDER (3.5); TELECONFERENCE WITH S. GALE RE SAME (.3); ANALYZE SECTION 382 OWNERSHIP ISSUES (1.5); REVISE CLAIMS TRADING ORDER (2.9).
PHILLIPS DP	11/02/05	9.60	ANALYZE CLAIMS AND OWNERSHIP TAX ISSUES (8.4); RESPOND TO NOTICE REQUESTS FROM CLAIM HOLDERS (.4); REVISE CLAIMS TRADING ORDER (.8).
PHILLIPS DP	11/03/05	9.10	DRAFT NOTICE TO COURT RE SCHEDULE A AMENDMENTS (1.5); DETERMINE TAX IMPACT OF REVISED DIP FINANCING (5.7); PARTICIPATE IN WORKING GROUP RE CASE STATUS AND REACTION TO CLAIMS TRADING (1.9).
PHILLIPS DP	11/04/05	6.20	STUDY RAMIFICATIONS OF CLAIM HOLDER SELL DOWNS (5.1); RESPOND TO CLAIM HOLDERS NOTICE REQUESTS (1.1).
PHILLIPS DP	11/07/05	9.80	RESEARCH TECHNICAL TAX ISSUES RELATING TO SECTION 382 AND APPLICATION TO FINAL TRADING ORDER (8.7); TELECONFERENCE WITH B. KAPLAN (SHERMAN & STERLING) RE TAX ISSUES RELATING TO SECTION 382 (.4); COORDINATE RESPONSE TO REQUESTS BY CLAIMS HOLDERS (.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PHILLIPS DP	11/08/05	6.50	REVISIONS TO TRADING ORDER AND SEARCH FOR PRECEDENT RELATED THERETO (3.9); TELECONFERENCES WITH CLIENT RE STATUS OF TAX ISSUES (1.3); RESEARCH ISSUES RE 382(L)(5) (1.3).
PHILLIPS DP	11/09/05	10.20	RESPOND TO REQUEST FOR TRADING NOTICES FROM CLAIMS AND EQUITY HOLDERS (3.6); REVISE TRADING ORDER (1.8); TELECONFERENCES WITH S. GALE RE SAME (.4); RESEARCH APPLICATION OF SECTION 382 RULES (4.0); WORK ON STANDARD FOR BENEFICIAL OWNERSHIP FOR TAX PURPOSES (.4).
PHILLIPS DP	11/10/05	6.10	RESPOND TO CLAIM HOLDER NOTICES (3.0); ANALYZE APPLICATION OF SECTION 382 OWNERSHIP CHANGE RULES TO FACT PATTERNS (3.1).
PHILLIPS DP	11/11/05	6.20	PARTICIPATE IN WORKING GROUP RE TRADING ORDER (4.1); REVISE TRADING ORDER (1.6); TELECONFERENCE WITH COUNSEL FOR BOND HOLDERS RE TRADING AND REVISIONS TO DOCUMENT (.5).
PHILLIPS DP	11/13/05	4.80	REVISE CLAIMS TRADING ORDER TO ACCOMMODATE BOND TRADERS (4.0); ORGANIZE SCHEDULE A FILES (.8).
PHILLIPS DP	11/14/05	11.80	RESEARCH ISSUES RELATING TO CLAIMS TRADING ORDER (7.4); REVISE CLAIMS TRADING ORDER (4.4).
PHILLIPS DP	11/15/05	6.10	REVIEW REVISED TRADING ORDERS (2.8); TELECONFERENCE WITH COUNSEL FOR APPALOOSA RE OBJECTION (.6); REVISE ORDER (1.5); COORDINATE RESPONSES TO NOTICES FROM CLAIMS HOLDERS (1.0); TELECONFERENCES WITH J. WHITSON, S. GALE RE TRADING OF CLAIMS (.2).
PHILLIPS DP	11/16/05	7.00	GATHER COMMENTS RE TRADING ORDER (4.2); RESEARCH ISSUES RELATING TO CLAIMS HOLDER SALES (2.8).
PHILLIPS DP	11/17/05	6.40	WORK ON SECTION 382 ISSUES (4.1); TELECONFERENCE TO S. GALE RE SAME (.3); COORDINATE SUBMISSION OF ENGAGEMENT LETTERS; (1.3) RESPOND TO APPALOOSA OBJECTION TO TRADING ORDER (.7).
PHILLIPS DP	11/18/05	7.50	REVISE WORK RELATED TO SECTION 382 ISSUES (4.1); TELECONFERENCE WITH S. GALE RE SAME (.1); WORK ON ISSUES RE SALES OF TRADING ORDER AND OBJECTIONS THERETO (3.0); TELECONFERENCE WITH J. WHITSON AND TEAM RE EMPLOYMENT TAXES (.3).
PHILLIPS DP	11/20/05	3.10	ANALYZE COMMENTS ON FINAL TRADING ORDER (3.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PHILLIPS DP	11/21/05	2.70	SUMMARIZE RESEARCH FOR TRADING ORDER (2.1); RESPOND TO OBJECTIONS TO TRADING MOTION (0.6).
PHILLIPS DP	11/22/05	1.40	ANALYZE SECTION 382 ISSUES (0.5); WORK ON RESPONSE TO OBJECTION (0.9).
PHILLIPS DP	11/23/05	1.20	COORDINATE RESPONSE TO OBJECTION TO CLAIMS TRADING MOTION (1.2).
PHILLIPS DP	11/28/05	10.80	WORK ON RESPONSES/FILING WITH RESPECT TO OBJECTORS AND SUBSTANTIAL CLAIM AND EQUITY HOLDERS (4.6); WORK ON CHANGE OF OWNERSHIP ISSUES (6.2).
PHILLIPS DP	11/29/05	9.70	RESEARCH AND CONFER RE OWNERSHIP PROVISIONS OF SECTION 382 (5.8); DRAFT FINAL TRADING ORDER (3.9).
PHILLIPS DP	11/30/05	7.00	TELECONFERENCE WITH S. GALE RE OBJECTION TO TRADING ORDER (.3); REVIEW DELPHI DOCUMENTS RE WITHHOLDING AND TRUST FUND TAX ISSUE (5.1); DRAFT FINAL TRADING ORDER (1.6).
		<b>267.50</b>	
SILVERBERG BS	10/12/05	1.30	ASSIST WITH PREPARATION OF REVISED CLAIMS TRADING ORDER AND RELATING EXHIBITS TO CHAMBERS (1.3).
		<b>1.30</b>	
TOUSSI S	10/12/05	2.50	ADDRESS ISSUES RE NOL MOTION/ORDER (1.5); REVIEW RECENT OBJECTIONS FILED BY MARKET MAKERS AND ADDRESS ISSUES RE SAME (1.0).
TOUSSI S	10/17/05	1.80	ADDRESS AND RESOLVE ISSUES RE NOL TRADING CLAIMS MOTION AND AMENDMENTS TO SCHEDULE A (0.8); ADDRESS ISSUES RE FILING OF DOCUMENTS AND PROPER NOTICE/SERVICE (1.0).
TOUSSI S	10/30/05	0.20	FOLLOW-UP ISSUES WITH TAX TEAM RE NOLS (0.2).
TOUSSI S	11/10/05	0.70	ADDRESS AND RESOLVE ISSUES RE NOL MOTION AND PROPOSED HEARING RE SAME (0.7).
TOUSSI S	11/15/05	0.50	REVIEW RECENT NOL MOTION PAPERS (0.5).
		<b>5.70</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOW LLP AND AFFILIATES**

ZALTZMAN H*	11/15/05	1.90	RESEARCH RE STANDARD OF PROOF IN PROCEEDINGS RE: POSSIBLE INTERPRETATIONS OF "NECESSARY" AND "APPROPRIATE" FOR BOTH SECTION 105 (1.1) AND PLAN CONFIRMATION PURPOSES IN REGARDS TO NOL MOTION, LOOKING SPECIFICALLY AT HOW THESE TERMS ARE USED FOR STANDARD OF PROOF (0.8).
ZALTZMAN H*	11/17/05	1.80	RESEARCH RE STANDARD OF PROOF IN BANKRUPTCY PROCEEDINGS RELATED TO NOL AGREEMENT (0.9); DRAFT EMAIL OUTLINING RESULTS OF RESEARCH (0.9).
		3.70	
Total Associate/Law Clerk		358.00	
SALAZAR AG	11/04/05	0.20	PROVIDE ALL CLAIMS TRADING DOCUMENTS REQUESTED BY ATTY (0.2).
SALAZAR AG	11/23/05	5.00	REVIEW NOL PAPERS AND ESTABLISH POSITION FOR HEARING (1.0); COLLECT AND RECORD OBJECTIONS FILED (3.0); PREPARE AND ELECTRONICALLY FILE TAX MATTER (1.0).
		5.20	
Total Legal Assistant		5.20	
TOTAL TIME		<u>773.60</u>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Tax Matters**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	10/11/05	Sensenbrenner EB	-82.69
Air/Rail Travel - vendor feed	10/11/05	Sensenbrenner EB	256.87
Air/Rail Travel - vendor feed	10/11/05	Gross C	-82.69
Air/Rail Travel - vendor feed	10/11/05	Gross C	256.87
Air/Rail Travel - vendor feed	10/12/05	Gross C	139.83
Air/Rail Travel - vendor feed	10/12/05	Sensenbrenner EB	139.83
Air/Rail Travel - vendor feed	11/28/05	Gross C	326.15
Air/Rail Travel - vendor feed	11/28/05	Phillips DP	326.16
Air/Rail Travel - vendor feed	11/28/05	Sensenbrenner EB	326.15
Air/Rail Travel - vendor feed	11/28/05	Gross C	-281.16
Air/Rail Travel - vendor feed	11/28/05	Phillips DP	-281.16
Air/Rail Travel - vendor feed	11/28/05	Sensenbrenner EB	-281.16
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$763.00</b>
In-house Reproduction	10/11/05	Copy Center, D	32.10
In-house Reproduction	10/14/05	Copy Center, D	510.41
In-house Reproduction	10/14/05	Copy Center, D	325.81
In-house Reproduction	10/14/05	Copy Center, D	23,128.18
In-house Reproduction	10/18/05	Copy Center, D	5.50
In-house Reproduction	10/18/05	Copy Center, D	27.40
In-house Reproduction	10/18/05	Copy Center, D	21.40
In-house Reproduction	10/21/05	Copy Center, D	0.10
In-house Reproduction	10/21/05	Copy Center, D	26.50
In-house Reproduction	10/25/05	Copy Center, D	7.40
In-house Reproduction	10/28/05	Copy Center, D	21.30

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/01/05	Copy Center, D	4.70
In-house Reproduction	11/04/05	Copy Center, D	13.70
In-house Reproduction	11/08/05	Copy Center, D	0.20
In-house Reproduction	11/11/05	Copy Center, D	0.70
In-house Reproduction	11/15/05	Copy Center, D	0.10
In-house Reproduction	11/18/05	Copy Center, D	8.00
In-house Reproduction	11/22/05	Copy Center, D	29.90
In-house Reproduction	11/25/05	Copy Center, D	1.80
In-house Reproduction	11/29/05	Copy Center, D	12.80
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$24,178.00</b>
Telephone Expense	10/28/05	Telecommunications, D	0.48
Telephone Expense	10/28/05	Telecommunications, D	7.56
Telephone Expense	10/28/05	Telecommunications, D	0.68
Telephone Expense	10/28/05	Telecommunications, D	9.67
Telephone Expense	10/28/05	Telecommunications, D	12.37
Telephone Expense	10/28/05	Telecommunications, D	2.81
Telephone Expense	11/18/05	Telecommunications, D	3.08
Telephone Expense	11/23/05	Telecommunications, D	0.19
Telephone Expense	11/23/05	Telecommunications, D	0.07
Telephone Expense	11/23/05	Telecommunications, D	18.82
Telephone Expense	11/23/05	Telecommunications, D	28.39
Telephone Expense	11/23/05	Telecommunications, D	4.70
Telephone Expense	11/23/05	Telecommunications, D	0.18
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$89.00</b>
Non-standard/Outside Reproduction	11/17/05	Superior Group	90.00
		<b>TOTAL NON-STANDARD/OUTSIDE REPRODUCTION</b>	<b>\$90.00</b>
Lexis/Nexis	10/09/05	Phillips DP	14.08
Lexis/Nexis	10/11/05	Phillips DP	23.27
Lexis/Nexis	10/14/05	Feinberg AS	78.99
Lexis/Nexis	10/18/05	Phillips DP	4.89
Lexis/Nexis	10/20/05	Feinberg AS	135.19
Lexis/Nexis	10/25/05	Feinberg AS	67.59

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Lexis/Nexis	10/26/05	Phillips DP	67.59
Lexis/Nexis	10/26/05	Feinberg AS	136.00
Lexis/Nexis	10/27/05	Feinberg AS	293.19
Lexis/Nexis	11/01/05	Feinberg AS	88.78
Lexis/Nexis	11/02/05	Feinberg AS	31.77
Lexis/Nexis	11/09/05	Feinberg AS	67.59
Lexis/Nexis	11/14/05	Feinberg AS	73.29
Lexis/Nexis	11/17/05	Feinberg AS	197.90
Lexis/Nexis	11/18/05	Olorunda D	4.89
Lexis/Nexis	11/28/05	Phillips DP	78.99
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$1,364.00</b>
Westlaw	10/10/05	Feinberg AS	70.35
Westlaw	10/10/05	Dickerson CL	631.75
Westlaw	10/14/05	Feinberg AS	355.91
Westlaw	10/20/05	Feinberg AS	273.67
Westlaw	10/26/05	Feinberg AS	193.78
Westlaw	10/27/05	Feinberg AS	412.76
Westlaw	10/28/05	Feinberg AS	67.23
Westlaw	10/31/05	Feinberg AS	70.36
Westlaw	11/01/05	Feinberg AS	62.61
Westlaw	11/09/05	Feinberg AS	70.35
Westlaw	11/14/05	Feinberg AS	224.09
Westlaw	11/17/05	Olorunda D	22.72
Westlaw	11/18/05	Olorunda D	1.42
		<b>TOTAL WESTLAW</b>	<b>\$2,457.00</b>
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	12.73
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	18.38
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	7.11
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	8.44
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	17.90

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	13.44
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$78.00</b>
Out-of-Town Travel	10/11/05	Sensenbrenner EB	14.99
Out-of-Town Travel	10/11/05	Sensenbrenner EB	365.01
Out-of-Town Travel	10/11/05	Gross C	55.98
Out-of-Town Travel	10/11/05	Gross C	365.02
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$801.00</b>
Outside Research/Internet Services	10/31/05	Global Securities	150.00
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$150.00</b>
Wireless - Mobile/Cellular/Pager	11/09/05	Meisler RE	1.96
Wireless - Mobile/Cellular/Pager	11/10/05	Sensenbrenner EB	7.04
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$9.00</b>
		<b>TOTAL MATTER</b>	<b>\$29,979.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Tax Matters**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
COCHRAN EL	12/09/05	1.40	REVIEW ISSUES RELATING TO DL CAPITAL NOL POSITION (1.4).
COCHRAN EL	12/12/05	1.80	ANALYSIS RE 13G/NOL ISSUES (1.8).
COCHRAN EL	12/22/05	2.90	CONSIDERED BG QUESTION RE DC CAPITAL AND APPALOOSA (2.9).
		<b>6.10</b>	
GROSS C	12/01/05	6.60	WORK ON RESPONSE TO SHULTE ROTH/DC CAPITAL PARTNERS OBJECTIONS TO CLAIMS TRADING ORDER AND ANALYSIS OF THEIR ASSERTIONS (5.2); WORK RE: KAREN COBB GM VOUCHER PROGRAM ANALYSIS (1.4).
GROSS C	12/02/05	7.20	WORK ON APPALOOS/PALOMINO/WHITE AND CASE OBJECTIONS TO CLAIMS TRADING ODER (2.9); WORK ON ANALYSIS OF GM VOUCHER PROGRAM MATTERS (1.8); WORK ON RESPONSE TO SCHULTE ROTH/DC CAPITAL PARTNERS OBJECTION TO CLAIMS TRADING ORDER (2.5).
GROSS C	12/05/05	5.20	WORK ON RESPONSES TO WHITE AND CASE APPALOOSA/PALOMINO OBJECTIONS TO CLAIMS TRADING ORDER (1.6); WORK ON SCHULTE ROTH/DC CAPITAL PARTNERS OBJECTIONS TO CLAIMS TRADING ORDER (1.0); TAX WORK RE CLEARY GOTTLIEB OBJECTIONS (1.4); WORK RE TOPRS INQUIRY BY TRUSTEE (1.2).
GROSS C	12/06/05	4.60	WORK ON RESPONSES TO SCHULTE ROTH/DC CAPITAL PARTNERS' OBJECTIONS TO EQUITY TRADING PROVISIONS OF CLAIMS TRADING ORDER/MOTION (4.6).
GROSS C	12/07/05	0.60	WORK ON RESOLVING WHITE AND CASE/APPALOOSA OBJECTIONS TO CLAIMS TRADING ORDER (0.6).
GROSS C	12/09/05	6.20	WORK ON RESPONSES TO/RESOLUTION OF SCHULTE ROTH/CD CAPITAL PARTNERS' OBJECTIONS (3.9); WORK ON SELL DOWN PROVISIONS AND DRAFT FINAL ORDER IN RESPONSE TO CLEARY GOTTLIEB/LEHMAN OBJECTIONS REGARDING CLAIMS TRADING PROVISIONS (2.3).
GROSS C	12/13/05	6.80	WORK ON VARIOUS APPROACHES TO SCHULTE ROTH/DC CAPITAL PARTNERS OBJECTIONS AND PREPARE FOR POSSIBILITY OF NOT RESOLVING OBJECTIONS (6.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

GROSS C	12/19/05	6.40	WORK ON RESOLVING WACHTELL LIPTON ISSUES WITH CLAIMS TRADING ORDER (4.4); WORK ON RESOLVING LATHAM & WATKINS ISSUES WITH CLAIMS TRADING ORDER (1.6); WORK ON DRAFT SELL DOWN PROVISIONS FOR FINAL ORDER (0.4).
GROSS C	12/20/05	6.80	ANALYSIS AND WORK ON RESOLVING LATHAM AND WATKINS OBJECTIONS TO TRADING ORDER (3.6); WORK ON RESPONSES TO WACHTELL/CAPRE ISSUES WITH TRADING ORDER (2.7); WORK ON PREPARING FOR HEARING ON SCHULTE ROTH/DC CAPITAL PARTNERS OBJECTIONS (0.5).
GROSS C	12/21/05	9.60	REVISED DRAFT FINAL TRADING ORDER (3.7); ATTEMPT TO RESOLVE CAPRE/WACHTELL ISSUES WITH CLAIMS TRADING PROVISIONS OF THE ORDER (4.2); WORK ON APPALOOSA LETTER REQUEST (0.7); WORK ON LATHAM AND WATKINS ISSUES WITH CLAIMS TRADING PROVISIONS (1.0).
GROSS C	12/22/05	10.60	ATTEMPT TO SOLVE CLEARY GOTTLIEB/LEHMAN ISSUES WITH SELL DOWN PROVISIONS OF CLAIMS TRADING ORDER (1.7); WORK ON LATHAM & WATKINS ISSUES WITH TRADING ORDER (2.1); WORK ON RESOLVING CAPRE/WACHTELL ISSUES WITH TRADING ORDER (4.9); PREPARED FOR CONTESTED HEARING POSSIBILITY ON SCHULTE ROTH/DC CAPITAL PARTNERS OBJECTIONS (1.9).
GROSS C	12/23/05	6.20	WORK ON DRAFT FINAL TRADING ORDER PROVISIONS (6.2).
GROSS C	12/26/05	4.20	WORK RE: WACHTELL/LATHAM ISSUES RE CLAIMS TRADING ORDER (1.4); REVISED DRAFT FINAL ORDER (2.8).
GROSS C	12/28/05	5.20	ATTEMPT TO RESOLVE WACHTELL/LATHAM CLAIMS TRADING ORDER ISSUES (5.2).
GROSS C	12/29/05	4.30	WORK ON RESOLVING LATHAM/WACHTELL ISSUES WITH DRAFT FINAL TRADING ORDER (4.3).
GROSS C	12/30/05	4.50	PREPARE FOR CONTESTED HEARING ON CLAIMS TRADING ORDER (4.5).

**95.00**

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	12/01/05	1.40	DEVELOP STRATEGY RE NOL NEGOTIATIONS (0.9); ANALYZE COMMENTS OF CLAIM HOLDERS AND EQUITY HOLDERS (0.5).
MARAFIOTI KA	12/05/05	0.20	ANALYZE NOL ISSUES (0.2).
MARAFIOTI KA	12/06/05	2.20	TELECONFERENCE FROM M. SEIDER RE NOL ISSUES (0.1); WORK ON REVISIONS TO NOL ORDER (0.8); TELECONFERENCE WITH J. WHITSON RE TAX RETURNS (0.2) DEVELOP STRATEGY RE POSSIBLE NOL LITIGATION (1.1).
MARAFIOTI KA	12/07/05	0.90	REVIEWED REVISED DRAFT LETTER TO SCHULTE RE NOL ORDER (0.7); CORRESPONDENCE RE NOL ORDER (0.2).
MARAFIOTI KA	12/08/05	0.30	DEVELOP STRATEGY RE D.C. CAPITAL PARTNERS' OBJECTION (0.3).
MARAFIOTI KA	12/09/05	0.30	UPDATE RE D.C. CAPITAL OBJECTION STATUS (0.3).
MARAFIOTI KA	12/12/05	0.40	UPDATE ON STATUS OF RESOLUTION OF CLEARY & SCHULTE OBJECTIONS TO NOL ORDER (0.2); REVIEWED DRAFT CORRESPONDENCE (0.2).
MARAFIOTI KA	12/13/05	0.30	UPDATE RE DC CAPITAL (0.1); TELECONFERENCE FROM B. ADRIAN AT SITRICK AND TELECONFERENCE WITH C. PICCININ AT DELPHI MEDIA RELATIONS RE NOL ORDER (0.2).
MARAFIOTI KA	12/14/05	1.00	ANALYZE PRELIMINARY COMMITTEE COMMENTS TO NOL ORDER (1.0).
MARAFIOTI KA	12/15/05	0.50	CORRESPONDENCE RE NOL ORDER (0.2); DEVELOP STRATEGY RE NOL ISSUES (0.3).
MARAFIOTI KA	12/16/05	1.30	DEVELOP STRATEGY RE NOL ORDER NEGOTIATIONS AND POSSIBLE LITIGATION (1.3).
MARAFIOTI KA	12/19/05	2.00	WORK ON REVISIONS TO NOL ORDER TO MEET OBJECTIONS OF D.C. CAPITAL PARTNERS, LEHMAN, AND OTHER PARTIES (2.0).
MARAFIOTI KA	12/20/05	4.10	CONTINUED STRATEGY DEVELOPMENT RE OBJECTIONS TO NOL ORDER AND RESOLUTION OF SAME (2.4); TELECONFERENCE WITH M. SEIDER RE NOL ORDER ISSUES (0.2); TELECONFERENCE WITH C. LEVY RE NOL ORDER (0.4); ADDITIONAL TELECONFERENCE WITH SEIDER (0.7); TELECONFERENCE WITH J. LE RE NOL SERVICE (0.4).
MARAFIOTI KA	12/21/05	1.00	STRATEGY CALL RE NOL ORDER (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	12/22/05	5.70	CORRESPONDENCE RE NOL ORDER (1.5); STRATEGY DEVELOPMENT RE NOL ISSUES (3.4); TELECONFERENCE WITH M. RIELA RE NOL NOTICE (0.1); TELECONFERENCE WITH M. SEIDER AND M. RIELA RE SAME (0.7).
MARAFIOTI KA	12/23/05	3.70	CORRESPONDENCE TO KCC RE SERVICE OF NOTICE OF PROPOSED NOL ORDER (0.3); REVIEWED NOTICE OF PROPOSED ORDER AND ALL ACCOMPANYING MATERIAL TO BE SERVED (1.1); DEVELOP NOL NEGOTIATION STRATEGY (1.6); CORRESPONDENCE (0.7).
MARAFIOTI KA	12/27/05	1.00	REVIEW CORRESPONDENCE RE NOL ORDER (0.8); TELECONFERENCES RE MOST RECENT OBJECTION OF LEHMAN ET AL (0.1); TELECONFERENCE WITH M. RIELA RE NOTICE OF ENTRY (0.1).
MARAFIOTI KA	12/28/05	3.90	REVIEWED CORRESPONDENCE FROM LATHAM, WACHTELL RE NOL ISSUES (0.2); PREPARE FOR NOL HEARING (1.1); CORRESPONDENCE RE SAME (0.1); WORK ON NOTICE OF ENTRY OF NOL ORDER (1.9); WORK ON SUMMARY OF NOL OBJECTIONS AND RESOLUTIONS TO SAME (0.2); ADDITIONAL CORRESPONDENCE RE NOL ORDER (0.4).
MARAFIOTI KA	12/29/05	0.20	REVIEWED AND REVISED AFFIDAVIT OF SERVICE OF NOTICE OF PROPOSED NOL ORDER (0.2).
MARAFIOTI KA	12/31/05	0.20	WORK ON ISSUES RE SERVICE OF NOTICE OF ENTRY OF NOL ORDER (0.2).
		<b>30.60</b>	
SPRINGER DE	12/06/05	1.90	TELECONFERENCE WITH C. GROSS, K. MARAFIOTI, ET AL., RE RESPONSE TO SCHULTE ROTH OBJECTION ON CLAIMS TRADING MOTION AND RELATED LITIGATION STRATEGY (1.1); REVIEW MOTION AND SCHULTE ROTH OBJECTION (0.8).
SPRINGER DE	12/07/05	2.40	REVIEW AND REVISE LETTER TO SCHULTE ROTH RE OBJECTION (0.5); REVIEW FINAL LETTER TO SCHULTE ROTH (0.3); REVIEW CLAIMS TRADING MOTION AND SUPPORTING DOCUMENTATION (1.1); REVIEW OBJECTION BY SCHULTE ROTH TO CLAIMS TRADING MOTION (0.5).
SPRINGER DE	12/08/05	0.70	REVIEW CORRESPONDENCE (0.3); TELECONFERENCES RE SCHULTE ROTH CLAIMS ISSUE (0.4).
SPRINGER DE	12/09/05	0.50	REVIEW DRAFT CORRESPONDENCE TO SCHULTE ROTH RE CAPITAL OBJECTION TO CLAIMS TRADING MOTION (0.3); TELECONFERENCES WITH C. GROSS RE NEGOTIATION WITH SCHULTE ROTH (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SPRINGER DE	12/12/05	0.40	REVIEW AND REVISE FINAL LETTER TO SRZ RE OBJECTION ON CLAIMS TRADING MOTION (0.4).
SPRINGER DE	12/13/05	1.00	CONFERENCE WITH C. GROSS AND K. MARAFIOTI RE LETTER RESPONSE TO SRZ (0.5); REVIEW CORRESPONDENCE (0.5).
SPRINGER DE	12/15/05	0.30	TELECONFERENCES WITH C. GROSS, ET AL., RE CLAIMS TRADING MOTION OBJECTIONS (0.3).
SPRINGER DE	12/16/05	0.50	TELECONFERENCE WITH K. MARAFIOTI, C. GROSS ET AL., RE CLAIMS MOTION OBJECTIONS (0.5).
SPRINGER DE	12/19/05	1.00	TELECONFERENCES WITH WORKING GROUP RE ISSUES WITH UCC, CAP RE, AND OTHER CLAIMS TRADERS (1.0).
SPRINGER DE	12/20/05	1.20	CONFERENCES WITH WORKING GROUP RE OBJECTIONS TO CLAIMS TRADING ORDER (1.2).
SPRINGER DE	12/21/05	2.00	CONFERENCES WITH C. GROSS, K. MARAFIOTI ET AL RE CLAIMS TRADING ORDER OBJECTIONS (1.0); REVIEW MEMORANDUM RE PROOF POINTS FOR PURPOSES OF DISCOVERY ON CLAIMS TRADING OBJECTIONS (0.5); CONFERENCE WITH J. HEATHER RE DRAFTING DISCOVERY ON CLAIMS TRADING OBJECTIONS (0.5).
SPRINGER DE	12/22/05	1.60	CONFERENCES WITH C. GROSS, K. MARAFIOTI ET AL RE CLAIMS TRADING ORDER (0.6); REVIEW CORRESPONDENCE RE CLAIMS TRADING ORDER (0.5); REVIEW AND REVISE PROPOSED DISCOVERY TO OBJECTORS ON CLAIMS TRADING ORDER (0.5).
SPRINGER DE	12/23/05	1.50	ATTENTION TO OBJECTIONS TO CLAIMS TRADING ORDER, INCLUDING REVIEW OF CORRESPONDENCE AND TELEPHONE CONFERENCES (1.5).
		<b>15.00</b>	
<b>Total Partner</b>		<b>146.70</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	12/01/05	4.60	REVIEW AND REVISE FINAL CLAIMS TRADING ORDER (1.3); ORGANIZING MATERIAL AND PREPARATION OR POSSIBLE COURT HEARING IN RESPECT THEREOF RE D.C. CAPITAL OBJECTION (1.4); AND CONFERENCE CALL RE SAME (0.4); FOLLOW-UP WORK RE SAME (0.4); PREPARATION FOR CALL WITH PBGC RE AUSTRIAN SUBSIDIARY TRANSFER MOTION (0.3); CORRESPONDENCE RE SAME (0.3); FOLLOW-UP WORK RE INFORMATION DISCLOSURE TO PBGC AND CREDITOR'S COMMITTEE (0.5).
MATZ TJ	12/05/05	3.60	WORK ON REQUEST FROM PROPERTY TRUSTEE RE AUTHORIZATION TO EFFECT TOPRS DEBT FOR SHARE SWAP (1.5); AND CALL WITH BROWN RUDNICK RE SAME (0.5); FOLLOW-UP WORK RE TOPRS AND NOLS (0.3); FOLLOW-UP WORK ON FINAL CLAIMS TRADING MATTERS RE APPALOOSA AND CLEARY GOTTLIEB (0.6); WORK ON CLAIMS TRADING AND OTHER INFORMATION FOR CREDITOR'S COMMITTEE (0.7).
MATZ TJ	12/06/05	4.00	DISCUSSION WITH D. SPRINGER, K. MARAFIOTI, C. GROSS RE D.C. CAPITAL OBJECTION, RESPONSE, APPALOOSA AND CLEARY RESOLUTION, AND OTHER INTERESTED PARTIES (1.1); REVIEWING AND REVISING COMMENTS ON PROPOSED FINAL CLAIMS TRADING ORDER (1.4); FOLLOW-UP WORK RE SAME (0.4); TELECONFERENCE WITH C. GROSS AND E. SENSENBRENNER RE FINAL ORDER (0.2); TELECONFERENCE TO M. SEIDEN RE SAME (0.1); REVIEWING AND WORKING ON REVISIONS TO FINAL CLAIMS TRADING RIDER (0.8).
MATZ TJ	12/07/05	1.40	WORK ON D.C. CAPITAL OBJECTION ISSUES (1.0); ORDER MATTERS IN CLEARY ISSUES (0.4).
MATZ TJ	12/08/05	1.20	WORK ON FINAL ORDER REVISIONS AND D.C. CAPITAL OBJECTION AND RESPONSES TO SAME (1.2).
MATZ TJ	12/09/05	0.40	REVIEW AND COMMENT ON RESPONSE TO COUNSEL FOR D.C. CAPITAL RE OBJECTION TO CLAIMS TRADING ORDER (0.4).
MATZ TJ	12/13/05	0.40	FOLLOW UP RE RESPONSE TO D.C. CAPITAL AND EVIDENCE RE NOL POSITION (0.4).
MATZ TJ	12/14/05	1.30	CONTINUING WORK ON FINALIZING TERMS OF FINAL CLAIMS TRADING ORDER AND MATTERS RAISED BY CREDITORS' COMMITTEE AND COMMITTEE MEMBERS (1.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	12/15/05	5.70	WORKING ON ISSUES RE FINAL CLAIMS TRADING ORDER RAISED BY CAP RE AND CREDITORS COMMITTEE (1.2); FOLLOW UP DISCUSSION WITH TAX GROUP RE SAME (1.3); FOLLOW UP WORK RE VARIOUS ALTERNATIVES IN FINAL CLAIMS ORDER RE ALL DOWN MECHANISM AND APPLICATION THEREOF (1.5); FOLLOW UP TELECONFERENCE WITH TAX GROUPS RE SAME (1.7).
MATZ TJ	12/16/05	2.40	REVIEW MARKUP OF FINAL TRADING ORDER FOR CONFERENCE CALL (0.8); CONFERENCE CALL WITH WACHTEL AND LATHAM RE COMMENTS ON FINAL CLAIMS TRADING ORDER (1.2); CALL WITH TAX GROUP RE WACHTEL COMMENTS AND MARK UP RE SAME (0.4).
MATZ TJ	12/19/05	3.80	CONTINUING WORK ON FINAL CLAIMS TRADING ORDER AND REVISIONS REQUESTED BY 2 CREDITORS' COMMITTEE MEMBERS AND CAP RE (2.5); DISCUSSIONS AND CORRESPONDENCE RE SAME (0.8); WORKING ON POSSIBLE BIFURCATED ORDER (0.5).
MATZ TJ	12/20/05	5.90	TELECONFERENCE WITH J. LE RE CLAIMS TRADING INTERIM ORDER SERVICE (0.5); FOLLOW UP WORK RE SAME AND FINAL ORDER (0.6); TELECONFERENCE WITH LATHAM RE CLAIMS TRADING ORDER (0.5); FOLLOW UP WORK RE INTERIM/FINAL ORDER (0.5); FOLLOW UP WORK RE INTERIM/FINAL ORDER MATTERS (1.3); TELECONFERENCE WITH C. LEVY RE EQUITY MATTERS RE CLAIMS TRADING ORDER (0.4); TELECONFERENCE WITH LATHAM RE INTERIM AND FINAL ORDER (0.9); TELECONFERENCE WITH TAX GROUP RE CREDITORS' COMMITTEE POSITION ON FINAL ORDER (0.4); FOLLOW UP WORK RE SAME AND REVISIONS TO PROPOSED FINAL ORDER (0.8).
MATZ TJ	12/21/05	1.70	REVIEW AND REVISE FINAL CLAIMS TRADING ORDER RE LATHAM AND WACHTELL ISSUES (0.8); TELECONFERENCE WITH TAX GROUP RE FURTHER REVISIONS TO ORDER (0.9).
MATZ TJ	12/27/05	1.50	TELECONFERENCES AND CORRESPONDENCE RE FINAL ORDER AND NOTICE OF ENTRY THEREOF (0.9); FOLLOW UP WORK RE SAME (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	12/28/05	5.70	REVIEW AND COMMENT ON REVISIONS TO PROPOSED FINAL CLAIMS TRADING ORDER AND ALL CORRESPONDENCE IN RESPECT THEREOF (2.5); WORKING ON PROPOSED NOTICE OF ENTRY OF FINAL CLAIMS TRADING ORDER AND DESCRIPTION OF SELL DOWN PROCEDURES (2.0); DISCUSSIONS WITH TAX GROUP RE SAME (0.7); REVIEW AND COMMENT ON CLAIMS TRADING OBJECTION SUMMARY CHART (0.5).
MATZ TJ	12/29/05	1.20	REVIEW AND REVISE FINAL CLAIMS TRADING ORDER REVISIONS AND NOTICES OF PROPOSED ORDER (1.2).
MATZ TJ	12/30/05	0.60	WORKING ON NOTICE OF FINAL ORDER (0.4); REVIEW WILMINGTON TRUST'S OBJECTION TO CLAIMS TRADING ORDER (0.2).
		<b>45.40</b>	
SENSENBRENNER EB	12/01/05	4.70	WORKED TO RESOLVE OBJECTION OF DC CAPITAL PARTNERS (3.2); TAX ANALYSIS RE: GM VOUCHER PROGRAM (1.5).
SENSENBRENNER EB	12/02/05	6.90	WORKED TO RESOLVE OBJECTION OF APPALOOSA TO NOL ORDER (2.7); ANALYSIS OF TAX ISSUES RE: GM VOUCHER PROGRAM (1.6); WORKED TO RESOLVE OBJECTION OF DC CAPITAL PARTNERS (2.6).
SENSENBRENNER EB	12/05/05	4.50	TAX ANALYSIS RE: TRUST PREFERRED SECURITIES (0.4); WORKED TO RESOLVE OBJECTION OF APPALOOSA TO NOL ORDER (2.5); WORKED ON RESOLVING DC CAPITAL PARTNERS OBJECTION TO NOL ORDER (1.0) WORKED ON FIANL NOL ORDER (0.6).
SENSENBRENNER EB	12/06/05	5.80	WORKED ON RESOLVING OBJECTION OF DC CAMPITAL PARTNERS TO NOL ORDER (3.6); WORKED ON FIANL NOL ORDER (2.2).
SENSENBRENNER EB	12/07/05	5.60	WORKED ON RESOLVING OBJECTION OF DC CAPITAL PARTNERS (2.5); WORK ON FINAL NOL ORDER (3.1).
SENSENBRENNER EB	12/08/05	8.70	WORKED ON RESPONSE TO DC CAPITAL PARTNERS OBJECTION TO NOL TRADING ORDER (2.6); WORKED ON "SELL-DOWN" MECHANISM OF FINAL NOL ORDER (3.4); TAX ANALYSIS RE: APPLICATION OF SECTION 382 PROVISIONS TO TRADING IN CLAIMS (2.7).
SENSENBRENNER EB	12/09/05	5.20	WORKED ON FINAL NOL TRADING ORDER (2.8); WORKED TO ADDRESS OBJECTION OF DC CAPITAL PARTNERS (2.4).
SENSENBRENNER EB	12/12/05	4.70	WORKED TO RESOLVE OBJECTION OF DC CAPITAL PARTNERS, RESPONSE TO OBJECTION (4.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SENSENBRENNER EB	12/13/05	5.20	PREPARED FOR HEARING RE: NOL ORDER, WORKED ON DEVELOPING RESPONSE TO VARIOUS OBJECTIONS (5.2).
SENSENBRENNER EB	12/14/05	4.30	WORKED ON DEVELOPING STRATEGY FOR RESPONDING TO OBJECTIONS, PREPARATION FOR HEARING ON NOL ORDER (4.3).
SENSENBRENNER EB	12/15/05	8.30	WORKED ON PREPARING FOR HEARING ON NOL ORDER (3.4); WORKED ON FINAL NOL ORDER, "SELL-DOWN" MECHANISM (2.5); WORKED TO RESOLVE DC CAPITAL PARTNERS OBJECTION (2.4).
SENSENBRENNER EB	12/16/05	8.20	WORKED ON FINAL TRADING ORDER (2.6); TAX ANALYSIS RE: APPLICATION OF SECTION 382 TO TRANSFER OF DEBT CLAIMS (1.8); WORKED WITH SCHULTE, ROTH, RE: RESOLUTION OF DC CAPITAL PARTNERS OBJECTION (3.8).
SENSENBRENNER EB	12/19/05	8.70	WORKED ON RESOLVING CONCERNS RAISED BY WACHTELL, LIPTON, RE: CAP RE WITH RESPECT TO FINAL NOL ORDER (4.6); WORKED ON RESOLVING UCC CONCERNS/OBJECTIONS TO NOL TRADING ORDER PROVISIONS (2.8); WORKED ON REVISIONS TO NOL ORDER (1.3).
SENSENBRENNER EB	12/20/05	8.30	WORKED ON PREPARING FOR HEARING RE: NOL ORDER (5.2); WORKED TO RESOLVE OBJECTIONS OF CAP RE AND UCC RE: NOL ORDER (3.1).
SENSENBRENNER EB	12/21/05	9.20	PREPARED FOR HEARING RE: NOL ORDER (4.8); WORKED TO RESOLVE OBJECTION OF CAP RE TO PROVISIONS OF NOL ORDER (4.4).
SENSENBRENNER EB	12/22/05	8.20	WORKED TO RESOLVE CAP RE OBJECTIONS TO FINAL NOL ORDER (3.4); PREPARED FOR HEARING ON NOL ORDER (3.6); WORKED TO RESOLVE OBJECTION OF DC CAPITAL PARTNERS (1.2).
SENSENBRENNER EB	12/23/05	4.70	WORKED TO RESOLVE OBJECTIONS OF CAP RE AND UCC TO FINAL NOL ORDER (4.7).
SENSENBRENNER EB	12/27/05	3.20	PREPARED FOR HEARING RE: NOL ORDER (2.1); REVIEWED OBJECTION OF DC CAPITAL PARTNERS, WORKED TO RESOLVE OBJECTION OF DC CAPITAL PARTNERS (1.1).
SENSENBRENNER EB	12/28/05	6.70	WORKED TO RESOLVE OBJECTIONS OF CAP RE: UCC TO NOL TRADING ORDER (5.2); WORKED ON FINAL NOL ORDER (1.5).
SENSENBRENNER EB	12/29/05	1.20	PREPARED FOR HEARING RE: NOL ORDER (1.2).
SENSENBRENNER EB	12/30/05	0.70	REVIEWED OBJECTION OF WILMINGTON TRUST TO NOL TRADING ORDER (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

		<b>123.00</b>	
<b>Total Counsel</b>		<b>168.40</b>	
DE ELIZALDE D	12/02/05	1.20	ANALYSIS OF SERVICE OF CLAIMS TRADING ORDER (1.2).
		<b>1.20</b>	
FEINBERG AS	12/05/05	0.50	REVIEW OF CLAIMS TRADING ORDERS AND OBJECTIONS (0.5).
FEINBERG AS	12/06/05	2.20	REVIEW OF CLAIMS TRADING ORDERS (0.3); ANALYSIS RE SHAREHOLDER REQUEST FOR CONFIDENTIAL COMPANY INFORMATION (1.0); REVIEW OF SHAREHOLDER FILINGS (0.9).
FEINBERG AS	12/07/05	0.40	ANALYSIS OF CLAIMS TRADING ORDERS (0.4).
FEINBERG AS	12/08/05	2.20	ANALYSIS OF CLAIMS TRADING MOTIONS (1.2); REVIEW OF BANKRUPTCY FILINGS (1.0).
FEINBERG AS	12/12/05	0.90	ANALYSIS OF CLAIMS TRADING ORDERS (0.9).
FEINBERG AS	12/13/05	2.30	ANALYSIS OF OBJECTIONS TO CLAIMS TRADING ORDERS (0.6); ANALYSIS RE OWNERSHIP CHANGE (1.7).
FEINBERG AS	12/14/05	2.40	ANALYSIS OF NOTICE FILINGS (1.7); ANALYSIS RE SECTION 382(1)(5) RULES (0.7).
FEINBERG AS	12/15/05	1.80	ANALYSIS RE SECTION 382(L)(5) (1.8).
FEINBERG AS	12/20/05	1.80	REVIEW OF CLAIMS TRADING ORDERS (0.4); ANALYSIS RE AVAILABILITY OF TAX ATTRIBUTES (1.4).
FEINBERG AS	12/21/05	0.20	ANALYSIS OF CLAIMS TRADING ORDERS (0.2).
FEINBERG AS	12/28/05	0.10	ANALYSIS OF TAX-RELATED BANKRUPTCY MOTIONS (0.1).
		<b>14.80</b>	
HEATHER JL	12/21/05	8.80	DRAFT AND REVISE DOCUMENT REQUESTS AND RULE 30(B)(6) DEPOSITION NOTICE RE OBJECTIONS OF CREDITOR'S COMMITTEE TO FINAL TRADING ORDER (3.8); DRAFT AND REVISE DOCUMENT REQUESTS AND RULE 30(B)(6) DEPOSITION NOTICE RE OBJECTIONS OF CAPITAL RESEARCH & MANAGEMENT CO. TO FINAL TRADING ORDER (4.1); TELECONFERENCE WITH K. MARAFIOTI, C. GROSS, D. SPRINGER, T. MATZ, E. SENSENBRENNER, AND D. PHILLIPS RE DISCOVERY STRATEGY WITH RESPECT TO FINAL TRADING ORDER AND OBJECTIONS THERETO (0.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HEATHER JL	12/22/05	2.90	REVISE DOCUMENT REQUESTS AND RULE 30(B)(6) DEPOSITION NOTICE RE OBJECTIONS OF CREDITOR'S COMMITTEE TO FINAL TRADING ORDER (1.4); REVISE DOCUMENT REQUESTS AND RULE 30(B)(6) DEPOSITION NOTICE RE OBJECTIONS OF CAPITAL RESEARCH & MANAGEMENT CO. TO FINAL TRADING ORDER (1.5).
HEATHER JL	12/23/05	2.10	TELECONFERENCE WITH K. MARAFIOTI, C. GROSS, T. MATZ, E. SENSENBRENNER, AND D. PHILLIPS RE SCRIPT, PROFFER AND QUESTION AND ANSWER FOR FINAL TRADING ORDER HEARING (1.3); REVIEW AND ANALYZE DELTA BANKRUPTCY MATERIAL AND FINAL TRADING ORDER MATERIAL (0.3); DRAFT AND REVISE LETTER TO G. MASON RE OBJECTIONS TO NOTICE OF PRESENTMENT FOR FINAL TRADING ORDER (0.5).
HEATHER JL	12/26/05	6.30	DRAFT AND REVISE SCRIPT, PROFFER AND QUESTION AND ANSWER FOR FINAL TRADING ORDER HEARING, INCLUDING REVIEW OF FINAL TRADING ORDER MATERIAL (5.8); REVIEW AND ANALYZE APPALOOSA'S MOTION TO APPOINT EQUITY COMMITTEE (0.5).
HEATHER JL	12/27/05	5.40	REVIEW AND REVISE SCRIPT, PROFFER AND QUESTION AND ANSWER FOR HEARING RE FINAL TRADING ORDER, INCLUDING E. SENSENBRENNER AND D. PHILLIPS COMMENTS THERETO (5.4).
HEATHER JL	12/28/05	2.50	TELECONFERENCE WITH K. MARAFIOTI, C. GROSS, T. MATZ, E. SENSENBRENNER, AND D. PHILLIPS RE SCRIPT, PROFFER AND QUESTION AND ANSWER FOR FINAL TRADING ORDER HEARING (1.3); REVIEW AND REVISE SCRIPT, PROFFER AND QUESTION AND ANSWER FOR HEARING RE FINAL TRADING ORDER, INCLUDING D. PHILLIPS COMMENTS THERETO (1.2).
HEATHER JL	12/29/05	0.30	REVIEW AND REVISE SCRIPT, PROFFER AND QUESTION AND ANSWER FOR HEARING RE FINAL TRADING ORDER (0.2); REVIEW DELTA BANKRUPTCY HEARING TRANSCRIPT RE TRADING ORDER ENTERED THEREIN (0.1).
HEATHER JL	12/30/05	1.90	REVIEW AND REVISE SCRIPT, PROFFER AND QUESTION AND ANSWER FOR HEARING RE FINAL TRADING ORDER, INCLUDING T. MATZ COMMENTS THERETO (1.8); REVIEW AND ANALYZE WILMINGTON TRUST OBJECTION TO FINAL TRADING ORDER RE PARTICIPATION RESTRICTION (0.1).

30.20

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PHILLIPS DP	12/01/05	11.20	REVIEW TRADING ORDER (1.2); TELECONFERENCE WITH S. GALE RE TRADING ORDER (0.3); REVISE TRADING ORDER (7.2); COORDINATE RESPONSES TO OBJECTIONS (1.1); TRACK EQUITY AND CLAIM HOLDER NOTICES (1.4).
PHILLIPS DP	12/02/05	8.40	WORK ON WITHHOLDING TAX ISSUE (5.3); WORK ON RESPONSE TO OBJECTORS TO TRADING ORDER (2.3); COORDINATE ORGANIZATION AND TRACKING OF NOTICES (0.8).
PHILLIPS DP	12/04/05	0.90	WORK ON TAX PRESENTATION TO CREDITORS COMMITTEE (0.9).
PHILLIPS DP	12/05/05	2.80	WORK ON FINAL TRADING ORDER (1.9); TELECONFERENCE WITH OBJECTOR RE SAME (0.9).
PHILLIPS DP	12/06/05	7.90	TAX WORK ON CREDITORS COMMITTEE PRESENTATION (1.7); TAX WORK ON TRADING ORDER AND OBJECTIONS THERETO (3.8); TELECONFERENCE WITH S. GALE RE REVISIONS TO ORDER; COMPILATION OF MATERIALS FOR PROCEEDING RE OBJECTIONS (2.4).
PHILLIPS DP	12/07/05	8.30	DRAFT RESPONSE TO OBJECTIONS TO TRADING MOTION (5.2); RESEARCH SAME (1.8); TELECONFERENCES WITH COUNSEL FOR CITIGROUP RE FINAL ORDER AND DRAFT RESPONSES THERETO (1.3).
PHILLIPS DP	12/08/05	5.70	TRACK PREVIOUS TRADING ORDERS TO RESPOND TO OBJECTORS (2.0); RESEARCH OWNERSHIP CHANGE RULES UNDER SECTION 382 (3.7).
PHILLIPS DP	12/09/05	7.80	RESEARCH TRADING ORDER PRECEDENTS (2.5); WORK ON OBJECTIONS TO TRADING ORDER (2.5); TELECONFERENCES WITH S. GALE AND J. WHITSON RE SAME (0.9); WORK ON SECTION 382 ISSUES (1.9).
PHILLIPS DP	12/11/05	0.90	RESEARCH DISCLOSURE OF OWNERSHIP CHANGE (0.9).
PHILLIPS DP	12/12/05	7.20	RESEARCH TAX ISSUES RELATED TO OWNERSHIP OF DELPHI STOCK (3.1); WORK ON RESPONSE TO OBJECTION TO TRADING ORDER (4.1).
PHILLIPS DP	12/13/05	7.10	TELECONFERENCES WITH J. WHITSON AND TEAM RE RESPONSE TO OBJECTORS (1.2); RESEARCH TAX OWNERSHIP RULES (5.1); WORK WITH PARTIES OPPOSED TO TRADING MOTION (0.8).
PHILLIPS DP	12/14/05	7.10	RESEARCH STOCK OWNERSHIP ISSUES (0.9); TELECONFERENCES WITH COUNSEL FOR CREDITORS COMMITTEE (1.8) DRAFT EXHIBITS FOR TRADING ORDER (4.0); DRAFT RESPONSE TO OBJECTION (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PHILLIPS DP	12/15/05	7.10	TELECONFERENCE WITH COUNSEL FOR CAP RE RE REVISIONS TO TRADING ORDER TO INCORPORATE COMMENTS (0.8); RESEARCH RE OWNERSHIP ISSUES (6.3).
PHILLIPS DP	12/16/05	7.80	TELECONFERENCE WITH COUNSEL FOR CREDITORS' COMMITTEE AND CAP RE RE TRADING ORDER (1.0); REVISIONS TO TRADING ORDER BASED ON COMMENTS (5.0); DRAFT EQUITY TRADING ORDER (1.8).
PHILLIPS DP	12/18/05	0.80	REVISE EQUITY TRADING ORDER (0.8).
PHILLIPS DP	12/19/05	8.30	RESEARCH DEBT ISSUES RELATING TO SECTION 382 (7.7); REVISE AND CONFER RE: TRADING ORDER (0.6).
PHILLIPS DP	12/20/05	12.20	TAX WORK RE FINAL EQUITY TRADING ORDER (8.3); RESEARCH ISSUES RELATING TO OWNERSHIP OF CLAIMS (2.2); TELECONFERENCES WITH J. WHITSON AND COUNSEL FOR OBJECTORS RE TERMS OF ORDERS (1.7).
PHILLIPS DP	12/21/05	10.20	TELECONFERENCES WITH OBJECTORS RE TERMS OF TRADING ORDER (2.1); REVISIONS TO SAME (3.1); PREPARATION FOR POSSIBLE HEARING RE TRADING ORDER (5.0).
PHILLIPS DP	12/22/05	5.10	TAX WORK RELATING TO TRADING MOTION AND OBJECTIONS THERETO (4.8); DRAFT RESPONSE LETTERS TO OBJECTORS (0.2); TELEPHONE CONFERENCE WITH OBJECTORS (0.1).
PHILLIPS DP	12/27/05	7.40	PREPARE FOR HEARING RE TRADING ORDER (6.4); TELECONFERENCE WITH OBJECTORS (0.4); RESEARCH TAX ATTRIBUTE ISSUE (0.6).
PHILLIPS DP	12/28/05	8.60	PREPARE FOR HEARING RE TRADING ORDER (6.0); DRAFT NOTICE OF ENTRY OF FINAL ORDER (2.6).
PHILLIPS DP	12/29/05	4.20	RESEARCH TAX ATTRIBUTE ISSUES FOR HEARING ON TRADING ORDER (4.2).
PHILLIPS DP	12/30/05	4.10	PREPARE FOR HEARING RE TRADING ORDER AND RESPOND TO OBJECTORS TO TRADING ORDER (4.1).
		151.10	
TOUSSI S	12/09/05	0.50	DISCUSS ISSUES RE NOL MOTION (0.5).
TOUSSI S	12/19/05	1.30	ADDRESS ISSUES RE NOLS AND CONVERSION OF TOPRS TO JUNIOR NOTES (1.0); FOLLOW-UP ISSUES RE RESPONSIVE DOCUMENTS (0.3).

1.80

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	12/22/05	4.50	WORK ON CLAIMS TRADING ORDER AND NOTICE (1.8); SERVICE (0.9), AND VARIOUS ISSUES WITH KCC (1.8).
ZIEGLER VE	12/23/05	6.30	TELECONFERENCES WITH C. GROSS RE CLAIMS TRADING ORDER AND EXHIBITS (1.3); WORK ON CLAIMS TRADING ORDER AND NOTICE (1.2); SERVICE (1.3), FILING (1.2) AND VARIOUS ISSUES WITH KCC (1.3).
ZIEGLER VE	12/29/05	1.10	WORK ON AFFIDAVIT OF SERVICE OF CLAIMS TRADING FINAL ORDER (1.1).
		<b>11.90</b>	
<b>Total Associate</b>		<b>211.00</b>	
SALAZAR AG	12/02/05	1.10	CREATE SERVICE CHART FOR ALL NOL RELATED NOTICES (1.1).
SALAZAR AG	12/05/05	3.20	REVIEW ALL AFFIDAVITS OF SERVICE AND CREATE CHART FOR NOL SERVICE (1.5); CONFERENCE CALL (1.7).
SALAZAR AG	12/19/05	0.30	REVIEW NOL AND SERVICE OF RELATED PLEADINGS (0.3).
SALAZAR AG	12/20/05	0.70	REVIEW NOL AND UPDATE CHART OF SERVICE (0.7).
SALAZAR AG	12/21/05	0.40	REVIEW NOL CHART OF SERVICE AND UPDATE PURSUANT TO INFORMATION RECEIVED FROM KCC (0.4).
		<b>5.70</b>	
<b>Total Legal Assistant</b>		<b>5.70</b>	
<b>TOTAL TIME</b>		<b><u>531.80</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Tax Matters**

**Bill Date: 01/31/06  
Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	12/02/05	Copy Center, D	26.49
In-house Reproduction	12/06/05	Copy Center, D	2.30
In-house Reproduction	12/06/05	Copy Center, D	0.60
In-house Reproduction	12/09/05	Copy Center, D	374.41
In-house Reproduction	12/13/05	Copy Center, D	30.19
In-house Reproduction	12/16/05	Copy Center, D	10.89
In-house Reproduction	12/19/05	Copy Center, D	21.69
In-house Reproduction	12/23/05	Copy Center, D	136.43
In-house Reproduction	12/30/05	Copy Center, D	2.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$605.00</b>
Telephone Expense	12/29/05	Telecommunications, D	17.38
Telephone Expense	12/29/05	Telecommunications, D	27.68
Telephone Expense	12/29/05	Telecommunications, D	3.94
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$49.00</b>
Lexis/Nexis	12/14/05	Feinberg AS	104.35
Lexis/Nexis	12/20/05	Feinberg AS	47.65
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$152.00</b>
Westlaw	12/14/05	Feinberg AS	67.35
Westlaw	12/15/05	Feinberg AS	70.48
Westlaw	12/20/05	Feinberg AS	136.17
		<b>TOTAL WESTLAW</b>	<b>\$274.00</b>
		<b>TOTAL MATTER</b>	<b>\$1,080.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Tax Matters**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	01/04/06	1.60	CONTINUE TO PREPARE FOR JANUARY 5TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CLAIMS TRADING ORDER INCLUDING SENIOR MANAGEMENT MEETINGS AND WITNESS PREP IN NEW YORK CITY (1.6).
BUTLER, JR. J	01/05/06	0.60	PREPARE FOR (0.2) AND ATTEND (0.4) OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CLAIMS TRADING ORDER.
BUTLER, JR. J	01/09/06	0.20	REVIEW FINAL CLAIMS TRADING ORDER (0.2).
		2.40	
GROSS C	01/02/06	2.40	PREPARE FOR BANKRUPTCY COURT HEARING ON FINAL TRADING ORDER ON JAN 5TH (2.4).
GROSS C	01/03/06	10.70	WORK ON RESOLVING CLEARY GOTTlieb REQUEST FOR 60 DAY PROVISION IN FINAL TRADING ORDER (1.8); WORK ON DEFENSE TO SCHULTE ROTH OBJECTION AND RESOLUTION OF THE SAME (3.3); WORK ON RESOLUTION OF CAPRE/WACHTELL OBJECTIONS (0.3); WORK RESOLVING AND RESPONDING TO KIRPATRICK & LOCKHART OBJECTIONS TO CLAIMS TRADING ORDER (4.5); WORK ON APPALOOSA DRAFT LETTERS (0.8).
GROSS C	01/04/06	12.40	PREPARE FOR CONTESTED HEARING ON FINAL CLAIMS TRADING ORDER ON JAN 5TH (12.4).
GROSS C	01/05/06	7.60	PREPARE FOR COURT HEARING ON CLAIMS TRADING ORDER (2.5); HEARING/STRATEGY ON CLAIMS TRADING ORDER (4.6); WORK ON DRAFT 8-K AND RELATED PRESS MATERIALS (0.5).
GROSS C	01/10/06	3.20	WORK RE WHITE AND CASE/APPALOOSA REVISIONS TO LETTER AGREEMENTS (0.6); REVIEW PUBLIC DISCLOSURE OF CLAIMS TRADING ORDER (WORK ON CORRECTIONS) (1.2); REVIEW AND ANALYZE SIDLEY AND AUSTIN REQUEST RE FINAL TRADING ORDER (1.4).
GROSS C	01/11/06	1.60	WORK ON RESPONSE TO SIDLEY AND AUSTIN ISSUES UNDER THE INTERIM AND FINAL TRADING ORDERS (1.6).
GROSS C	01/12/06	2.20	WORK ON RESPONSE TO SIDLEY AND AUSTIN REQUEST RE TRADING ORDERS (0.8); WORK ON J. WHITSON INQUIRY RE IRS CAP PROGRAM (1.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

GROSS C	01/13/06	0.30	WORK ON J. WHITSON CAP INQUIRY (0.3).
		<b>40.40</b>	
MARAFIOTI KA	01/03/06	1.90	WORK IN PREPARATION FOR HEARING ON NOL MOTION (1.9).
MARAFIOTI KA	01/04/06	6.40	CORRESPONDENCE RE NOL ISSUES (0.5); WORK ON HEARING PREPARATION (1.8); REVIEWED WILMINGTON TRUST OBJECTION TO NOL ORDER (0.4); WORK ON REVISIONS TO FINAL NOL ORDER (1.2); CONSIDER WILMINGTON TRUST OBJECTION RESOLUTION (0.3); CONFERRED WITH J. WHITSON RE NOL ISSUES (0.3); CONFIRMED PREPARATION FOR HEARING (1.9).
MARAFIOTI KA	01/09/06	1.10	TELECONFERENCES WITH KURTZMAN, CARSON RE SERVICE OF NOL FINAL ORDER AND NOTICE OF ENTRY (0.3); CORRESPONDENCE RE SAME (0.4); REVIEW ORDER (0.4).
MARAFIOTI KA	01/10/06	0.40	CONTINUED WORK ON ISSUES RE SERVICE OF NOL (0.4).
MARAFIOTI KA	01/27/06	0.50	ANALYZE TAX OWNERSHIP CHANGE ISSUE (0.5).
		<b>10.30</b>	
SPRINGER DE	01/01/06	0.70	REVIEW WTC OBJECTION TO CLAIMS' TRADING ORDER AND RELATED CORRESPONDENCE RE ORDER (0.7).
SPRINGER DE	01/02/06	0.70	REVIEW SCRIPTS AND PROFFERS RE CLAIMS TRADING ORDER (0.7).
SPRINGER DE	01/03/06	5.20	REVIEW AND REVISE TUCKER PROFFER AND EXAM ONLINE (0.5); REVIEW AND REVISE SHEEHAN PROFFER AND EXAM OUTLINE (0.5); REVIEW AND REVISE SCRIPT RE CLAIMS TRADING MOTION (0.7); TELECONFERENCES WITH WORKING GROUP RE CLAIMS TRADING ORDER AND RELATED HEARING (1.0); PREPARATION FOR HEARING ON CLAIMS TRADING MOTION, INCLUDING DRAFT SCRIPT RE PRESENTATION OF MOTION (1.3); TELECONFERENCE WITH E. FOX RE WTC OBJECTION TO CLAIMS TRADING MOTION (0.5); ANALYZE WTC OBJECTION AND PREPARE RESPONSE (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SPRINGER DE	01/04/06	8.60	REVIEW AND REVISE SCRIPTS AND PROFFERS RE CLAIMS TRADING ORDER AND RELATED PROFFERS (1.1); REVIEW WTC PROPOSED PROTECTIVE ORDER AND PREPARATION FOR AND ATTENDANCE AT MEET AND CONFER (1.0); CONFERENCE WITH SENIOR WORKING GROUP RE RESOLUTIONS OF OBJECTION TO CLAIMS TRADING ORDER (1.5); TELECONFERENCES WITH E. FOX RE RESOLUTION OF OBJECTIONS TO CLAIMS TRADING ORDER (0.5); DRAFT REVISIONS TO CLAIMS TRADING ORDER (0.5); DRAFT REVISIONS TO SCRIPT RE PRESENTATION OF CLAIMS TRADING ORDER (1.5); CONFERENCES WITH SENIOR WORKING GROUP RE PREPARATION FOR OMNIBUS HEARING OF JANUARY 5 (1.5); REVIEW AND REVISE FINAL CLAIMS TRADING ORDER (1.0).
SPRINGER DE	01/05/06	7.00	PREPARATION FOR HEARING RE CLAIMS TRADING MOTION (0.5); ATTENDANCE AT HEARING BEFORE BANKRUPTCY COURT (5.5); CONFERENCE WITH MESSRS. SHERBIN, BUTLER, ET AL., RE RESULTS OF HEARING (1.0).
SPRINGER DE	01/06/06	1.10	REVIEW TRANSCRIPT OF JANUARY OMNIBUS HEARING (0.6); REVIEW AND REVISE WTC PROTECTIVE ORDER (0.5).
		<b>23.30</b>	
<b>Total Partner</b>		<b>76.40</b>	
MATZ TJ	01/01/06	0.80	FOLLOW UP WORK AND CORRESPONDENCE RE WILMINGTON TRUST OBJECTION TO CLAIMS TRADING ORDER (0.8).
MATZ TJ	01/02/06	1.10	ADDITIONAL WORK ON WILMINGTON TRUST OBJECTION TO CLAIMS TRADING ORDER (0.4); PRESENTATION TO COURT AT JAN 5 HEARING (0.3); WORK ON NOTICING OF FINAL CLAIMS TRADING ORDER (0.4).
MATZ TJ	01/03/06	2.40	WORKING ON CLAIMS TRADING PRESENTATION FOR JAN. 5 HEARING AND RESPONSES AND OBJECTIONS (0.9); TELECONFERENCE WITH GROUP RE SAME (0.4); FOLLOW UP TELECONFERENCE RE RESOLUTION OF CLAIMS TRADING ORDER OBJECTIONS (0.6); ADDITIONAL PREPARATION FOR JAN.5 HEARING RE FINAL CLAIMS TRADING ORDER (0.2); CORRESPONDENCE RE SAME (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	01/04/06	6.10	WORKING ON POSSIBLE RESOLUTIONS OF WILMINGTON TRUST OBJECTIONS TO CLAIMS TRADING ORDER (1.8); CONTINUING WORK ON FINALIZING CLAIMS TRADING ORDER, RESOLUTION OF WILMINGTON TRUST OBJECTION AND CONFIRMING AGREEMENT IN PRINCIPLE (2.3); FINALIZING SUMMARY OF ORDER FOR NOTICE PURPOSES (0.8); FINALIZING SCRIPT/PROFFER IN CLAIMS TRADING ORDER (1.2).
MATZ TJ	01/05/06	0.60	REVIEW AND COMMENT ON NOTICE OF CLAIMS TRADING ORDER, 8-K AND PUBLICATION IN RESPECT THEREOF (0.6).
MATZ TJ	01/06/06	0.50	FOLLOW UP WORK RE CLAIMS TRADING ORDER AND SERVICE MATTERS (0.5).
MATZ TJ	01/09/06	1.20	FOLLOW UP WORK RE NOTICING AND PUBLISHING OF FINAL CLAIMS TRADING ORDER, PUBLICATION NOTICE, REISSUANCE OF SIDE LETTER (1.2).
MATZ TJ	01/10/06	0.90	WORKING ON SERVICE PUBLICATION NOTICES AND SIDE LETTERS (0.9).
MATZ TJ	01/20/06	0.60	FOLLOW UP WORK UP RE NOLS, NOTICES FROM EQUITY AND DEBT HOLDERS, AND PUBLICATION NOTICE (0.6).
MATZ TJ	01/27/06	1.50	TELECONFERENCE RE NOL MATTERS (0.6) FOLLOW UP WORK RE SAME (0.9).
MATZ TJ	01/30/06	0.20	FOLLOW UP WORK RE JPMORGAN CHASE CONSENT TO CLAIMS TRADING ORDER (0.2).
		<b>15.90</b>	
SENSENBRENNER EB	01/03/06	10.20	WORK ON RESOLUTION OF OBJECTION, COMMENTS RE FINAL TRADING ORDER (3.7); PREPARE FOR HEARING RE FINAL ORDER (6.5).
SENSENBRENNER EB	01/04/06	11.70	PREPARE FOR HEARING RE CLAIMS TRADING ORDER (4.6); REVIEW MATERIALS RE HEARING (2.3); MEET WITH J. WHITSON RE TAX ATTRIBUTES, CLAIMS TRADING ORDER; PREPARATION FOR HEARING (2.7); WORK ON RESOLUTION OF OBJECTIONS, COMMENTS OF CREDITORS COMMITTEE, APPALOOSA, CAP RE (2.1).
SENSENBRENNER EB	01/05/06	7.20	REVIEW FINAL TRADING ORDER MATERIALS IN PREPARATION FOR HEARING (2.7); ATTEND HEARING (4.5).
SENSENBRENNER EB	01/06/06	4.30	WORK ON RESOLUTION OF ISSUES WITH APPALOOSA, CAP RE RE TRADING ORDER (1.4); TAX ANALYSIS RE APPLICATION OF FINAL TRADING ORDER TO DEBT AND EQUITY TRANSACTIONS (2.5); REVIEW TRANSCRIPT FROM HEARING (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SENSENBRENNER EB	01/09/06	5.80	WORK TO RESOLVE OBJECTIONS TO NOL TRADING ORDER (APPALOOSA) (0.4); REVIEW 8-K, FINAL TRADING ORDER (1.6); TAX ANALYSIS RE 382 (2.4); WORK WITH J. WHITSON RE BANKRUPTCY (1.4).
SENSENBRENNER EB	01/10/06	6.70	SPOKE WITH J. BURKE RE ERRONEOUS NEWS WIRE PIECE RE FINAL TRADING ORDER (0.3); RESPOND TO INQUIRY OF D. KUNEY OF SIDLEY AUSTIN RE APPLICATION OF FINAL ORDER (0.4); TAX ANALYSIS RE APPLICATION OF FINAL TRADING ORDER SECTION 382 (4.1); CORRESPOND WITH WHITE & CASE RE APPALOOSA OBJECTION (0.8); REVIEW 8-K, PROVISION OF INTERIM ORDER, FINAL TRADING ORDER (1.1).
SENSENBRENNER EB	01/11/06	6.10	CORRESPOND WITH D. KUNEY OF SIDLEY, AUSTIN RE FINAL TRADING ORDER (1.2); TAX ANALYSIS RE HOWARD COUNTY, INDIANA TAX ISSUE (4.2); CORRESPOND WITH WHITE & CASE RE APPALOOSA OBJECTION (0.7).
SENSENBRENNER EB	01/12/06	6.30	WORK ON WAIVER FOR VARIOUS CLIENTS (UNDERWRITERS) OF SIDLEY, AUSTIN (4.5); TAX ANALYSIS RE CAP ISSUE (1.8).
SENSENBRENNER EB	01/17/06	0.50	REVIEW NOTICES OF CONSENT RECEIVED UNDER FINAL NOL ORDER (0.5).
SENSENBRENNER EB	01/18/06	1.50	TAX WORK RE APPLICATION OF FINAL TRADING ORDER (1.5).
SENSENBRENNER EB	01/19/06	1.30	TAX ANALYSIS RE APPLICATION OF SECTION 382 TO TRADING IN DEBT AND EQUITY SECURITIES (1.3).
SENSENBRENNER EB	01/20/06	1.00	TAX ANALYSIS RE G.M. VOUCHER ISSUE (1.0).
SENSENBRENNER EB	01/31/06	1.80	TELECONFERENCE WITH J. WHITSON AND OTHERS RE CAP PROGRAM (0.3); TAX ANALYSIS RE TAX ISSUES RE 382 AND CAP PROGRAM (0.5); REVIEW MATERIALS RE OWNERSHIP CHANGE, SECTION 382 (1.0).
		<b>64.40</b>	
<b>Total Counsel</b>		<b>80.30</b>	
FEINBERG AS	01/03/06	1.50	REVIEW OF BANKRUPTCY FILINGS (0.1); RESEARCH RE ATTRIBUTE REDUCTION DUE TO DISCHARGE OF INDEBTEDNESS INCOME (1.4).
FEINBERG AS	01/04/06	1.60	RESEARCH RE ATTRIBUTE REDUCTION DUE TO DISCHARGE OF INDEBTEDNESS INCOME (1.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FEINBERG AS	01/05/06	0.10	REVIEW OF BANKRUPTCY FILINGS RELATING TO CLAIMS TRADING ORDERS (0.1).
FEINBERG AS	01/06/06	0.10	ANALYSIS RE BANKRUPTCY FILINGS (0.1).
FEINBERG AS	01/09/06	0.50	ANALYSIS RE FINAL ORDER (0.3); WORK RE RESTRUCTURING DOCUMENTATION (0.2).
FEINBERG AS	01/10/06	0.40	REVIEW AND ANALYSIS OF NOTICE FILINGS AND CLAIMS TRADING DOCUMENTATION (0.4).
FEINBERG AS	01/11/06	3.40	ANALYSIS RE LIABILITY FOR TAXES IN BANKRUPTCY (3.4).
FEINBERG AS	01/12/06	4.00	ANALYSIS RE TAX LIABILITY DURING BANKRUPTCY (4.0).
FEINBERG AS	01/16/06	2.50	ANALYSIS RE LIABILITY FOR PRE-PETITION TAXES (2.5).
FEINBERG AS	01/18/06	0.20	ANALYSIS RE LIABILITY FOR PRE-PETITION TAXES (0.2).
FEINBERG AS	01/19/06	1.00	ANALYSIS RE TAX LIABILITY DURING BANKRUPTCY (1.0).
FEINBERG AS	01/20/06	0.40	ANALYSIS RE PREPETITION TAX LIABILITY (0.4).
FEINBERG AS	01/31/06	0.40	ANALYSIS RE CLAIMS TRADING FILINGS (0.4).
		<b>16.10</b>	
PHILLIPS DP	01/03/06	13.20	TAX WORK RE TRADING ORDER (3.9); PREPARATION FOR HEARING RE TRADING ORDER (9.1); TELECONFERENCES WITH OBJECTORS (0.2).
PHILLIPS DP	01/04/06	12.90	TRAVEL TO NEW YORK FOR HEARING (3.0); PREPARE FOR HEARING RE TRADING ORDER (6.1); REVISE TRADING ORDER AND EXHIBITS (2.7); MEET WITH J. WHITSON RE TRADING ORDER (0.4); COORDINATE NOTICING OF TRADING ORDER (0.7).
PHILLIPS DP	01/05/06	8.80	PREPARE FOR COURT PROCEEDINGS RE TRADING ORDER (2.1); ATTEND HEARING (6.7).
PHILLIPS DP	01/06/06	7.20	WORK ON NOTICE OF ENTRY OF TRADING ORDER (3.2); TELECONFERENCE WITH J. WHITSON AND S. GALE RE TRADING ORDER AND FUTURE TAX PLANNING (1.6); ANALYSIS OF TRADING TO COMPLY WITH 382(L)(5) (2.4).
PHILLIPS DP	01/09/06	8.90	COORDINATE PROPER NOTICE OF FINAL TRADING ORDER (7.1); WORK ON STATE TAX CLAIMS (1.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PHILLIPS DP	01/10/06	5.30	COORDINATE PROPER SERVICE OF AND NOTIFICATION RE FINAL TRADING ORDER (2.7); WORK ON SECTION 382 ISSUES (1.0); WORK ON CORRESPONDENCE WITH OBJECTORS (1.1); ORGANIZE TRADING ORDER FILES (0.5).
PHILLIPS DP	01/11/06	3.30	WORK ON LOCAL TAX ISSUE AND OVERLAP WITH BANKRUPTCY LAW (1.4); WORK ON REQUESTS FOR CLARIFICATION OF TRADING ORDER FROM CREDITORS (1.1); RESEARCH SECTION 382 ISSUES (0.8).
PHILLIPS DP	01/12/06	1.90	WORK ON SECTION 382 ISSUES AND OWNERSHIP CHANGE (1.5); RESPOND TO INTERESTED PARTIES RE TRADING ORDER (0.4).
PHILLIPS DP	01/13/06	0.60	WORK ON RESPONSE TO OBJECTORS AND NOTICE FILERS (0.6).
PHILLIPS DP	01/17/06	1.40	PREPARE SUMMARY OF TRADING ORDER FOR EASIER EXPLANATION (1.4).
PHILLIPS DP	01/18/06	0.60	PREPARE SUMMARY OF TRADING ORDER FOR PRESENTATION (0.6).
PHILLIPS DP	01/19/06	3.90	WORK ON TAX GROSS-UP ISSUE (3.9).
PHILLIPS DP	01/20/06	5.90	WORK ON TAX ISSUES RELATED TO DELPHI RETIREES (4.9); TELECONFERENCES WITH S. GALE AND K. COBB RE SAME (1.0).
PHILLIPS DP	01/21/06	1.00	FOLLOW UP WITH PARTIES REQUESTING TO BE ADDED TO SCHEDULE A OF THE INTERIM ORDER (0.6); WORK ON WITHHOLDING ISSUES FOR DELPHI RETIREES (0.4).
PHILLIPS DP	01/23/06	1.00	COORDINATE WITH INTERESTED PARTIES RE INTERIM ORDER SCHEDULE A ADDITIONS (0.4); TAX WORK ON RETIREE WITHHOLDING ISSUE (0.6).
PHILLIPS DP	01/25/06	1.40	TELECONFERENCE WITH J. WHITSON AND S. GALE RE SECTION 382 ISSUES AND RESEARCH RE SAME (1.4).
PHILLIPS DP	01/27/06	0.60	TRACKING INTERESTED PARTY DOCUMENTATION WITH RESPECT TO TRADING ORDER (0.6).
PHILLIPS DP	01/30/06	0.50	COORDINATING RESPONSES TO FILERS OF NOTICES UNDER THE TRADING ORDER (0.5).
PHILLIPS DP	01/31/06	0.30	WORK WITH FILERS OF NOTICES UNDER THE TRADING ORDER (0.3).
		<b>78.70</b>	
<b>Total Associate</b>		<b>94.80</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	01/09/06	2.90	COORDINATE ADEQUATE SERVICE OF THE CLAIMS TRADING ORDER (2.2); REVIEW AND REVISE NEWSPAPER PRODUCTION PROOF FOR CLAIMS TRADING ORDER (0.7).
SALAZAR AG	01/11/06	0.50	REVIEW AFFIDAVIT OF SERVICE FOR CLAIMS TRADING TO CONFIRM (0.5).
		3.40	
Total Legal Assistant		3.40	
TOTAL TIME		<u>254.90</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Tax Matters**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	01/04/06	Gross C	302.07
Air/Rail Travel - vendor feed	01/04/06	Sensenbrenner EB	302.07
Air/Rail Travel - vendor feed	01/04/06	Sensenbrenner EB	-257.07
Air/Rail Travel - vendor feed	01/04/06	Phillips DP	302.07
Air/Rail Travel - vendor feed	01/04/06	Gross C	261.96
Air/Rail Travel - vendor feed	01/04/06	Sensenbrenner EB	261.96
Air/Rail Travel - vendor feed	01/04/06	Phillips DP	261.96
Air/Rail Travel - vendor feed	01/04/06	Gross C	-117.88
Air/Rail Travel - vendor feed	01/04/06	Sensenbrenner EB	-117.90
Air/Rail Travel - vendor feed	01/04/06	Phillips DP	-117.88
Air/Rail Travel - vendor feed	01/04/06	Gross C	-257.07
Air/Rail Travel - vendor feed	01/04/06	Phillips DP	-257.07
Air/Rail Travel - vendor feed	01/05/06	Sensenbrenner EB	127.78
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$695.00</b>
In-house Reproduction	01/03/06	Copy Center, D	107.36
In-house Reproduction	01/06/06	Copy Center, D	67.73
In-house Reproduction	01/06/06	Copy Center, D	32.71
In-house Reproduction	01/10/06	Copy Center, D	4.70
In-house Reproduction	01/13/06	Copy Center, D	78.33
In-house Reproduction	01/20/06	Copy Center, D	14.11
In-house Reproduction	01/24/06	Copy Center, D	126.55
In-house Reproduction	01/24/06	Copy Center, D	2.20
In-house Reproduction	01/27/06	Copy Center, D	6.70
In-house Reproduction	01/27/06	Copy Center, D	27.61
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$468.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	01/27/06	Telecommunications, D	9.35
Telephone Expense	01/27/06	Telecommunications, D	11.17
Telephone Expense	01/27/06	Telecommunications, D	0.48
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$21.00</b>
Westlaw	01/03/06	Feinberg AS	70.40
Westlaw	01/11/06	Feinberg AS	189.52
Westlaw	01/19/06	Feinberg AS	97.08
		<b>TOTAL WESTLAW</b>	<b>\$357.00</b>
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	2.00
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$2.00</b>
Air/Rail Travel (external)	01/05/06	Phillips DP	104.00
Air/Rail Travel (external)	01/05/06	Gross C	104.00
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$208.00</b>
Out-of-Town Travel	01/04/06	Sensenbrenner EB	297.00
Out-of-Town Travel	01/05/06	Gross C	9.00
Out-of-Town Travel	01/05/06	Gross C	297.00
Out-of-Town Travel	01/05/06	Phillips DP	297.00
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$900.00</b>
Out-of-Town Meals	01/05/06	Sensenbrenner EB	10.81
Out-of-Town Meals	01/05/06	Gross C	9.19
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$20.00</b>
Outside Research/Internet Services	12/31/05	Global Securities	112.10
Outside Research/Internet Services	01/01/06	Dow Jones Reuters Business Interactive,	17.50
Outside Research/Internet Services	01/06/06	Pacer Service Center	280.23

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Outside Research/Internet Services	01/31/06	Global Securities	3.17
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$413.00</b>
Wireless - Mobile/Cellular/Pager	01/10/06	Sensenbrenner EB	14.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$14.00</b>
		<b>TOTAL MATTER</b>	<b>\$3,098.00</b>

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Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-4  
EMPLOYEE MATTERS (GENERAL)  
1,750.4 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Employee Matters (General)**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/12/05	0.50	EMAILS FROM/TO D. ALEXANDER RE EXECUTIVE COMPENSATION MATTERS (0.3); REVIEW AND COMMENT ON EXECUTIVE RETIREE NOTICE (0.2).
BUTLER, JR. J	10/13/05	0.40	REVIEW AND REVISE RETIREE SERP NOTICE (0.3); EMAILS FROM/TO D. ALEXANDER RE SAME (0.1).
BUTLER, JR. J	10/14/05	2.40	TELECONFERENCES WITH S. CORCORAN AND D. ALEXANDER RE EXECUTIVE COMPENSATION MATTERS (0.9, 0.3); EMAILS FROM/TO D. SHERBIN AND D. ALEXANDER RE CIC AND RELATED AGREEMENTS (0.7); REVIEW MATERIALS RE SAME (0.8); FURTHER REVISIONS TO SERP NOTICE LETTER (0.5); EMAILS TO/FROM D. ALEXANDER RE SAME (0.4).
BUTLER, JR. J	10/15/05	0.80	TELECONFERENCES WITH S. MILLER RE OCTOBER 17TH ANNOUNCEMENT RE EXECUTIVE COMPENSATION (0.2, 0.2); CONTINUE TO REVIEW AND CONSIDER PROGRAM (0.4).
BUTLER, JR. J	10/16/05	1.90	TELECONFERENCE WITH M. WEBER RE OCTOBER 17TH ANNOUNCEMENT RE EXECUTIVE COMPENSATION (0.2); TELECONFERENCE WITH S. MILLER RE SAME (0.2); TELECONFERENCES WITH K. HEALY AND COMMUNICATIONS TEAM RE SAME (0.2, 0.2); REVIEW AND REVISE PRESS RELEASE (0.8); CONTINUE TO REVIEW AND REVISE PROGRAM (0.3).
BUTLER, JR. J	10/17/05	1.50	PREPARE FOR (0.4) AND ATTEND (1.1) WORKING GROUP MEETING WITH DELPHI MANAGEMENT RE EXECUTIVE COMPENSATION MATTERS AND ROLL-OUT OF EXECUTIVE COMPENSATION ANNOUNCEMENT.
BUTLER, JR. J	10/19/05	0.90	PREPARE FOR (0.3) AND ATTEND (0.6) WORKING GROUP MEETING AT COMPANY IN TROY.
BUTLER, JR. J	10/20/05	1.80	EMAILS FROM/TO AND TELECONFERENCES WITH K. COBB (0.4) AND J. WHITSON AND OTHERS (0.8) RE SERP TAX MATTERS; REVIEW MATERIALS RE SAME (0.6).
BUTLER, JR. J	10/30/05	1.20	CONTINUE TO PREPARE FOR NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CREDITORS COMMITTEE OBJECTION TO HUMAN CAPITAL OBLIGATIONS ORDER INCLUDING PREPARATION FOR OCTOBER 31ST-NOVEMBER 1ST CLIENT MEETINGS AT COMPANY IN TROY (1.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	10/31/05	2.20	CONTINUE TO PREPARE FOR NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CREDITORS COMMITTEE OBJECTION TO HUMAN CAPITAL OBLIGATIONS ORDER INCLUDING CONFERENCES WITH DELPHI MANAGEMENT AT COMPANY IN TROY (0.9); BEGIN TO PREPARE FOR NOVEMBER 1ST MEETING RE SAME (1.3).
BUTLER, JR. J	11/01/05	3.10	CONTINUE TO PREPARE FOR NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CREDITORS COMMITTEE OBJECTION TO HUMAN CAPITAL OBLIGATIONS MOTION (0.8); PREPARE FOR (0.3) AND ATTEND (1.7) DELPHI WORKING GROUP MEETING RE SAME IN TROY; TELECONFERENCES WITH R. ROSENBERG RE SAME (0.3).
BUTLER, JR. J	11/02/05	1.30	CONTINUE TO PREPARE FOR NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CREDITORS COMMITTEE OBJECTION TO HUMAN CAPITAL OBLIGATIONS MOTION (0.4); TELECONFERENCE WITH J. SHEEHAN AND DELPHI WORKING GROUP RE SAME (0.4); TELECONFERENCES WITH R. ROSENBERG RE SAME (0.3, 0.1, 0.1).
BUTLER, JR. J	11/03/05	0.30	CONTINUE TO PREPARE FOR NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CREDITORS COMMITTEE OBJECTION TO HUMAN CAPITAL OBLIGATIONS ORDER INCLUDING REVIEW AND REVISE DRAFT OF FINAL AMENDED HUMAN CAPITAL ORDER TO RESOLVE COMMITTEE'S OBJECTIONS (0.3).
BUTLER, JR. J	11/04/05	0.30	PREPARE FOR (0.2) AND ATTEND (0.1) ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CREDITORS COMMITTEE OBJECTION TO HUMAN CAPITAL OBLIGATIONS MOTION.
BUTLER, JR. J	11/07/05	0.30	EMAILS FROM/TO D. ALEXANDER RE EXECUTIVE HIRING MATTERS (0.3).
BUTLER, JR. J	11/08/05	0.10	EMAIL TO B. ROSENBERG RE EXECUTIVE HIRING MATTERS (0.1).
BUTLER, JR. J	11/11/05	1.30	EMAILS FROM R. ROSENBERG AND FROM/TO D. ALEXANDER RE EXECUTIVE HIRING MATTERS (0.2); REVIEW UCC INFORMATION REQUEST FROM UCC RE PAP AND KECP (0.8); EMAILS TO/FROM R. ROSENBERG, M. WEBER AND B. SAX RE SAME (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	11/12/05	0.50	FURTHER EMAIL FROM R. ROSENBERG RE EXECUTIVE HIRING MATTERS (0.2); EMAIL FROM/TO R. EISENBERG RE SAME (0.1); TELECONFERENCE WITH R. ROSENBERG RE KECP SCHEDULING AND RELATED MATTERS (0.2).
BUTLER, JR. J	11/14/05	0.60	PREPARE FOR (0.2) AND ATTEND (0.4) DELPHI MANAGEMENT MEETING AT COMPANY IN TROY RE KECP DUE DILIGENCE MATTERS.
BUTLER, JR. J	11/20/05	0.20	CONTINUE TO FOLLOW-UP ON EXECUTIVE HIRING STATUS INCLUDING EMAIL FROM R. ROSENBERG AND EMAIL TO R. EISENBERG (0.2).
BUTLER, JR. J	11/21/05	0.30	FOLLOW-UP ON WILMINGTON TRUST EXTENSION REQUEST RE KECP OBJECTION (0.2); FOLLOW-UP ON EXECUTIVE HIRING STATUS (0.1).
BUTLER, JR. J	11/23/05	1.30	BEGIN TO REVIEW FILED KECP OBJECTIONS (0.8); TELECONFERENCES WITH D. SHERBIN AND S. CORCORAN RE SAME (0.1, 0.2); EMAIL TO S. CORCORAN RE SAME (0.1); EMAIL TO KCC RE PUBLIC POSTING OF KECP ADJOURNMENT ON DELPHIDOCKET.COM (0.1).
BUTLER, JR. J	11/25/05	0.20	TELECONFERENCE WITH R. O'NEAL RE KECP AND RELATED MATTERS (0.2).
BUTLER, JR. J	11/28/05	0.40	REVIEW AND EVALUATE UST OBJECTION TO KECP MOTION (0.3); REVIEW UPDATED OBJECTIONS SUMMARY CHART (0.1).
BUTLER, JR. J	11/29/05	0.20	PREPARE FOR NOVEMBER 30TH MEETING WITH M. WEBER, K. BUTLER, B. SAX AND OTHERS AT COMPANY IN TROY RE KECP MATTERS INCLUDING LITIGATION PREPARATION (0.2).
BUTLER, JR. J	11/30/05	1.40	PREPARE FOR (0.2) AND ATTEND (1.2) MEETING WITH M. WEBER, K. BUTLER, B. SAX AND OTHERS AT COMPANY IN TROY RE KECP MATTERS INCLUDING LITIGATION PREPARATION.
		<b>25.40</b>	
COCHRAN EL	10/14/05	1.30	REVIEW EMPLOYEE Q&A (1.3).
		<b>1.30</b>	
LEFF NM	10/13/05	0.20	REVIEW SERP PARTICIPANT LETTER (0.2).
LEFF NM	10/14/05	0.20	REVIEW REVISED SERP PARTICIPANT LETTER (0.2).
LEFF NM	10/28/05	0.70	REVIEW SEVERANCE AGREEMENT (0.7).
LEFF NM	11/02/05	0.20	REVIEW AGENDA FOR NOVEMBER 3 MEETING (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

LEFF NM	11/03/05	5.70	PARTICIPATE IN WORKING GROUP TELECONFERENCE RE KECP MOTION (5.7).
LEFF NM	11/04/05	0.80	REVIEW REVISED EMPLOYMENT AGREEMENT (0.8).
LEFF NM	11/13/05	0.60	REVIEW E-MAILS RE PROPOSED CONTRACT (0.6).
LEFF NM	11/16/05	0.50	TELECONFERENCE WITH E. COCHRAN RE KECP MOTION (0.5).
LEFF NM	11/17/05	1.00	EVALUATE TERMINATION OF EXISTING RETENTION AGREEMENTS (1.0).
LEFF NM	11/18/05	2.30	PARTICIPATE IN WORKING GROUP TELECONFERENCE RE KECP AND RETENTION AGREEMENTS (2.3).
LEFF NM	11/21/05	0.40	REVIEW REVISED EMPLOYMENT CONTRACT (0.4).
		<b>12.60</b>	
MARAFIOTI KA	10/10/05	0.20	TELECONFERENCE WITH J. GREGG FROM PRIORITY HEALTH (0.2).
MARAFIOTI KA	10/13/05	0.60	REVIEWED NOTICE OF MOTION, MOTION AND ORDER RE KECP (0.6).
MARAFIOTI KA	11/13/05	0.30	CORRESPONDENCE RE KECP (0.3).
MARAFIOTI KA	11/14/05	0.20	ANALYZE WORKERS' COMPENSATION ISSUE (0.2).
MARAFIOTI KA	11/16/05	0.20	ANALYZE KECP ISSUES (0.2).
MARAFIOTI KA	11/30/05	0.10	REVIEWED CORRESPONDENCE FROM IUE RE KECP (0.1).
		<b>1.60</b>	
SPRINGER DE	11/11/05	1.50	REVIEW KECP MOTION AND SUPPORTING DOCUMENTATION (1.3).
SPRINGER DE	11/14/05	3.50	REVIEW OTHER KECP MOTIONS (1.7); TELECONFERENCE WITH N. BUBNOVICH ET AL. RE KECP MOTION AND DOCUMENT PRODUCTION (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SPRINGER DE	11/22/05	8.70	REVIEW MEMO RE DOCUMENT PRODUCTION RE KECP MOTION (0.5); CONFERENCE WITH N. CAMPANARIO AND B. FERN RE KECP DOCUMENT PRODUCTION AND MOTION (1.0); CONFERENCE WITH N. BUBNOVICH, N. CAMPANARIO AND B. FERN RE KECP MOTION (2.5); REVIEW CAMPANARIO MOTION RE MATTERS BEFORE COMP COMMITTEE (0.5); TELECONFERENCES WITH J. LYONS RE REQUESTS FOR PRODUCTION BY BONDHOLDERS AND CREDITORS' COMMITTEE (1.5); TELECONFERENCE WITH J. PAPELIAN, M. ORRIS, D. CARUSO, J. LYONS ET AL RE DOCUMENT PRODUCTION IN RESPONSE TO BONDHOLDERS' REQUESTS FOR PRODUCTION (0.7); TELECONFERENCE WITH CREDITORS' COMMITTEE COUNSEL RE REQUESTS FOR PRODUCTION (0.5); TELECONFERENCE WITH J. BUTLER RE MOTIONS ISSUES (0.5); REVIEW WTC OBJECTION AND DOCUMENT REQUESTS (0.5); REVIEW DISCOVERY REQUESTS AND OBJECTION (0.5).
SPRINGER DE	11/30/05	2.80	REVIEW DEMAND FOR PRODUCTION BY ELECTRICAL WORKERS (0.3); TELECONFERENCES WITH N. CAMPANARIO RE ELECTRICAL WORKERS' KECP DISCOVERY REQUESTS AND DEALINGS WITH CREDITORS' COMMITTEE (0.5); TELECONFERENCE WITH M. BROUDE AND N. CAMPANARIO RE PRODUCTION OF KECP INFORMATION TO CREDITORS' COMMITTEE (0.5); REVIEW US TRUSTEE OBJECTION AND OBJECTION CHART (0.5); TELECONFERENCE WITH WORKING GROUP RE KECP MOTION (1.0).
		16.50	
<b>Total Partner</b>		<b>57.40</b>	
CAMPANARIO ND	11/13/05	2.50	REVIEW DOCUMENTS RELATED TO KEY EMPLOYEE COMPENSATION PROGRAM (2.5).
CAMPANARIO ND	11/14/05	3.80	REVIEW DOCUMENTS RELATED TO KEY EMPLOYEE COMPENSATION PROGRAM (3.2); TELECONFERENCE WITH N. BUBNOVICH OF WATSON WYATT RE SAME (0.6).
CAMPANARIO ND	11/16/05	2.30	REVIEW DOCUMENTS RELATED TO KEY EMPLOYEE COMPENSATION PROGRAM (2.3).
CAMPANARIO ND	11/17/05	8.70	CONFERENCES WITH D. ALEXANDER RE KEY EMPLOYEE COMPENSATION PROGRAM (0.6); REVIEW DOCUMENTS RE SAME (7.8).
CAMPANARIO ND	11/18/05	6.10	REVIEW DOCUMENTS RE THE KEY EMPLOYEE COMPENSATION PROGRAM (6.1).
CAMPANARIO ND	11/20/05	7.50	REVIEW DOCUMENTS RELATED TO KEY EMPLOYEE COMPENSATION PROGRAM (3.4); DRAFT MEMORANDUM RE SAME (4.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

CAMPANARIO ND	11/21/05	13.40	REVIEW DOCUMENTS RELATED TO KEY EMPLOYEE COMPENSATION PROGRAM (13.1); REVISE MEMORANDUM RE SAME (0.3).
CAMPANARIO ND	11/22/05	10.30	CONFERENCE WITH D. SPRINGER AND B. FERN RE KEY EMPLOYEE COMPENSATION PROGRAM (1.1); CONFERENCE WITH N. BUBNOVICH OF WATSON WYATT RE SAME (2.7); REVIEW DOCUMENTS RE SAME (6.5).
CAMPANARIO ND	11/23/05	7.90	TELECONFERENCE WITH D. ALEXANDER RE KEY EMPLOYEE COMPENSATION PROGRAM (0.2); TELECONFERENCE WITH D. SHERBIN AND D. ALEXANDER RE SAME (0.4); REVIEW DOCUMENTS RE SAME (7.3).
CAMPANARIO ND	11/27/05	0.50	PREPARE LIST OF FOLLOW-UP QUESTIONS ON CREDITORS' COMMITTEE'S REQUESTS FOR DOCUMENTS RE THE KEY EMPLOYEE COMPENSATION PROGRAM (0.5).
CAMPANARIO ND	11/29/05	4.40	REVIEW DOCUMENTS RE KEY EMPLOYEE COMPENSATION PROGRAM (4.4).
CAMPANARIO ND	11/30/05	8.70	REVIEW DISCOVERY REQUEST FROM IUE-CWA (0.3); TELECONFERENCE WITH N. MACDONALD, N. BUBNOVICH, D. ALEXANDER, M. SWASTEK, AND D. PETTYES RE KEY EMPLOYEE COMPENSATION PROGRAM (1.0); DRAFT DECLARATION RE SAME (1.3); TELECONFERENCES WITH M. BROUDE OF LATHAM RE SAME (0.6); TELECONFERENCE WITH COMPANY AND N. BUBNOVICH RE SAME (0.5); REVIEW DOCUMENTS RE SAME (5.0).
		<b>76.10</b>	
FERN BM	11/14/05	4.40	FORMULATE STRATEGY RE KECP HEARING (1.4); RESEARCH RE EMPLOYEE BONUS PROGRAM (1.2); REVIEWED DOCUMENTS RE KECP (1.1); CONFERENCE CALL WITH N. BUBNOVICH RE KECP (0.7).
FERN BM	11/15/05	3.50	REVIEWED KECP PLEADINGS FROM OTHER CHAPTER 11 CASES (0.9); RESEARCH RE PRESENTATION OF KECP EVIDENCE (0.5); CORRESPONDENCE TO N. BUBNOVICH RE KECP (0.2); RESEARCH RE COMPENSATION PLANS (0.9); ADDITIONAL ANALYSIS OF DELPHI KECP (1.0).
FERN BM	11/16/05	5.90	RESEARCH RE BUSINESS JUDGMENT RULE (0.7); REVIEWED DOCUMENTS RE KEY TERMS OF KECP (1.6); REVIEWED COMMITTEE PRESENTATION RE KECP (1.3); TELECONFERENCE WITH N. BUBNOVICH RE KECP PRODUCTION REQUEST (0.2); DRAFTED ANALYSIS OF SUMMARY OF KECP (2.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FERN BM	11/17/05	6.80	CORRESPONDENCE FROM N. BUBNOVICH RE KECP DOCUMENTS (0.3); REVIEWED KECP PLEADINGS RE TERMINATION OF PREPETITION PROGRAMS (0.4); REVIEWED WATSON WYATT DOCUMENTS RE KECP FOR RELEVANCE (4.2); CONTINUED TO REVIEW WATSON WYATT DOCUMENTS FOR RELEVANCE (1.9).
FERN BM	11/18/05	4.60	REVIEWED WATSON WYATT DOCUMENTS RE KECP (3.1); DRAFTED ANALYSIS OF WATSON WYATT DOCUMENTS RE KECP (1.5).
FERN BM	11/20/05	0.80	FORMULATE STRATEGY RE PRODUCTION OF KECP DOCUMENTS TO UCC (0.8).
FERN BM	11/21/05	7.70	REVIEWED AND REVISED MEMO RE WATSON WYATT KECP DOCUMENTS (1.1); FORMULATE STRATEGY RE WATSON WYATT DETROIT DOCUMENTS (0.7); REVIEWED WATSON WYATT DETROIT DOCUMENTS FOR RELEVANCE (4.4); CONTINUED TO REVIEW WATSON WYATT DETROIT DOCUMENTS (0.8); BEGAN PREPARING FOR MEETING WITH N. BUBNOVICH (0.7).
FERN BM	11/22/05	5.60	ADDITIONAL PREPARATION FOR MEETING WITH N. BUBNOVICH (1.9); MEETING WITH N. BUBNOVICH RE KECP (2.6); BEGAN REVIEWING OBJECTIONS TO KECP (1.1).
FERN BM	11/23/05	7.50	REVIEWED ADDITIONAL OBJECTIONS TO KECP MOTION (3.4); DRAFTED OBJECTIONS SUMMARY CHART RE KECP OBJECTIONS (2.8); DISTRIBUTED KECP BINDERS TO CLIENT (0.4); DRAFTED SCRIPT TO KECP MOTION FOR 11/29 HEARING (0.9).
FERN BM	11/24/05	1.20	CORRESPONDENCE TO VARIOUS KECP OBJECTORS RE ADJOURNED HEARING (0.7); ATTENTION TO DOCUMENTS AND ISSUES RE PRODUCTION OF KECP DOCUMENTS (0.5).
FERN BM	11/26/05	0.90	ADDITIONAL REVIEW OF KECP OBJECTIONS (0.9).
FERN BM	11/28/05	2.00	REVIEWED UST OBJECTION TO KECP (0.3); AND UPDATED OBJECTION SUMMARY CHART RE SAME (0.4); ADDITIONAL REVISIONS TO OBJECTION SUMMARY CHART (0.4); RESEARCH RE SECTION 331 OF BAPCA (0.9).
FERN BM	11/29/05	8.30	DRAFTED MEMO RE KECP ARTICLES (1.6); RESEARCH RE LATE FILINGS (1.2); REVIEWED DOCUMENTS IN PREPARATION FOR KECP MEETING (4.8); REVIEWED MEMO RE KECP INTERVIEWS (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FERN BM	11/30/05	7.20	REVIEWED MATERIALS IN PREPARATION FOR KECP MEETING (5.4); KECP MEETING WITH M. WEBER, K. BUTLER, D. ALEXANDER, AND B. SAX (1.3); FORMULATE STRATEGY RE DRAFTING REPLY TO KECP OBJECTIONS (0.5).
		<b>66.40</b>	
HERRIOTT AV	10/17/05	0.80	RECEIVE ADDITIONAL INFORMATION RE EMPLOYEES AT MOBILEARIA (0.8).
HERRIOTT AV	10/18/05	3.20	ADDRESS QUESTIONS RE EMPLOYEE MOTION (0.8); CHILD SUPPORT ISSUE (0.3); MOBILE ARIA EMPLOYEE ISSUES (1.2); INDEPENDENT CONTRACTOR (0.3); ADDRESS OTHER EMPLOYEE ISSUES RE PAYMENTS UNDER HUMAN CAPITAL MOTION (0.6).
HERRIOTT AV	10/19/05	0.90	REVIEW MEDICAL SYSTEMS 401(K) ISSUE (0.9).
HERRIOTT AV	10/24/05	0.40	CONFER WITH TRUMBLE COUNTY RE GARNISHMENT CHECKS (0.2); REVIEW KECP ISSUES (0.2).
HERRIOTT AV	10/25/05	2.20	NEGOTIATE WITH CITY OF SAGINAW RE PAYMENT OF EMPLOYEE-RELATED TAXES AND GARNISHMENTS IN RESPONSE TO LETTER FROM SAGINAW (1.5); CONFERENCE WITH MEDICAL SYSTEMS RE 401(K) PROGRAM (0.4); CONFERENCE WITH ATTORNEY RE LEE HECHT HARRISON AS ADMINISTRATIVE SERVICE PROVIDER AND FOLLOW UP RE SAME (0.3).
HERRIOTT AV	10/26/05	1.50	CONFERENCE CALL WITH B. SAX RE EDCOR AND TUITION PAYMENTS (0.6); DRAFT LETTER TO EDCOR (0.9).
HERRIOTT AV	10/28/05	0.80	ASSIST FTI IN GATHERING INDEMNIFICATION INFORMATION FOR COMMITTEE (0.8).
HERRIOTT AV	10/31/05	3.80	MAKE CALLS RE DISHONORED EMPLOYEE GARNISHMENT CHECKS IN NJ AND OH (0.7); DRAFT LETTER TO JURISDICTIONS RE SAME (2.7); RESPOND TO DELPHI QUESTION RE CERTAIN INVOICES (0.2); BEGIN DRAFTING SCRIPT FOR HUMAN CAPITAL MOTION FOR NOV. 4 HEARING (0.2).
HERRIOTT AV	11/01/05	6.30	BEGIN PREPARATIONS FOR A CONTESTED HUMAN CAPITAL HEARING INCLUDING EXHIBIT PREPARATION AND WITNESS OUTLINES (6.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	11/02/05	6.70	CONTINUE DRAFTING PROFFERS, WITNESS OUTLINES, AND OTHER DOCUMENTS IN PREPARATION OF CONTESTED HEARING ON HUMAN CAPITAL (4.9); ADAPT PAPERS AND STRATEGY TO REFLECT RESOLUTION OF HUMAN CAPITAL ISSUES (1.1); RESPOND TO ISSUE OF PAYMENTS TO EMPLOYEE'S HEALTH CARE PROVIDERS (0.6); RESPOND TO EMPLOYEE GARNISHMENT ISSUE (0.1).
HERRIOTT AV	11/03/05	1.90	REVIEW HUMAN CAPITAL PROFFER AND ORDER AND UPDATE ACCORDING TO CHANGES IN RESOLUTION OF ISSUES (1.8); ISSUE RE PAYMENTS UNDER HUMAN CAPITAL ORDER (0.1).
HERRIOTT AV	11/07/05	0.60	BEGIN RESEARCH ON WORKERS COMPENSATION ISSUE (0.6).
HERRIOTT AV	11/08/05	2.10	BEGIN WORKERS' COMPENSATION RESEARCH (1.3); ANSWER EMPLOYEE-RELATED QUESTIONS FOR SCHEDULES AND STATEMENTS (0.5); ADDRESS DISHONORED CHECK ISSUE (0.1); ADDRESS EMPLOYEE HEALTH INSURANCE ISSUE (0.1); REVIEW KECP NOTICE (0.1).
HERRIOTT AV	11/09/05	3.40	RESEARCH RE INDEMNIFICATION OF CURRENT AND FORMER EMPLOYEES (1.1); ADDRESS KECP MATTERS (1.4); RESEARCH RE WORKERS COMPENSATION ISSUES (0.9).
HERRIOTT AV	11/10/05	3.20	CONTINUE WORKING WITH PAYROLL AND STATES TO RESOLVE EMPLOYEE GARNISHMENT ISSUE (2.9); REVIEW WORKERS COMPENSATION ISSUE (0.3).
HERRIOTT AV	11/11/05	0.20	DEVELOP STRATEGY RE NEW JERSEY EMPLOYEE GARNISHMENT ISSUE (0.2).
HERRIOTT AV	11/12/05	3.80	RESEARCH AND BEGIN DRAFTING WORKERS' COMPENSATION MEMO (3.1); BEGIN ASSEMBLING KECP DUE DILIGENCE (0.7).
HERRIOTT AV	11/13/05	0.40	CONTINUE WORKERS' COMPENSATION RESEARCH (0.3); REVIEW KECP MATERIALS (0.1).
HERRIOTT AV	11/14/05	3.30	CONTINUE FOLLOW UP ON EMPLOYEE GARNISHMENT ISSUE (1.2); CONTINUE RESEARCH AND DRAFTING OF MEMO RE WORKERS COMPENSATION (2.1).
HERRIOTT AV	11/15/05	1.00	ADDRESS QUESTION RE LABOR (0.5); ANSWER QUESTION RE REISSUING OF CHECKS FOR EMPLOYEE OBLIGATIONS (0.2); ANSWER REQUEST RE HOURLY EMPLOYEE RELOCATION TO GM (0.3).
HERRIOTT AV	11/16/05	1.10	BEGIN PREPARATIONS FOR DEFENDING KECP MOTION (0.4); FOLLOW UP ON EMPLOYEE GARNISHMENT ISSUE (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	11/17/05	5.50	MEET WITH D. ALEXANDER RE KECP (0.6); REVIEW DOCUMENTS RE KECP (2.8); RESOLVE NJ AND GA ISSUES WITH GARNISHMENT CHECKS (1.5); EDIT WORKERS' COMPENSATION MEMO (0.6).
HERRIOTT AV	11/18/05	0.80	ADDRESS QUESTIONS RE EMPLOYEE MATTERS INCLUDING GARNISHMENT ISSUE AND HEALTHCARE PAYMENT ISSUE (0.8).
HERRIOTT AV	11/21/05	1.40	CONTINUE FOLLOW UP ON EMPLOYEE WAGE GARNISHMENT ISSUE AND STATE PAYMENTS (1.1); REVIEW KECP MEMO (0.3).
HERRIOTT AV	11/22/05	1.00	REVIEW KERP OBJECTIONS (0.6); CONVERSE WITH B. SAX RE CENTER FOR HUMAN RESOURCES OBLIGATIONS (0.2); FOLLOW UP ON HEALTH INSURANCE ISSUE (0.1); FOLLOW UP RE GARNISHMENT CHECK ISSUE (0.1).
HERRIOTT AV	11/23/05	0.20	WORK TO RESOLVE EMPLOYEE HEALTH INSURANCE ISSUE (0.2).
HERRIOTT AV	11/28/05	0.40	REVIEW UST KECP OBJECTION (0.2); RESPOND TO ARKANSAS EMPLOYEE WAGE GARNISHMENT ISSUE (0.2).
HERRIOTT AV	11/30/05	2.10	GATHER CASELAW FROM KECP OBJECTIONS (1.2); ADDRESS FSA ADMINISTRATOR QUESTION (0.1); ADDRESS WORKERS' COMPENSATION SURETY BOND ISSUE (0.2); ADDRESS INDEMNIFICATION QUESTIONS WITH C. BROWN (0.5); FOLLOW UP ON BLUE CROSS BLUE SHIELD OF S.C. ISSUE (0.1).
		<b>59.00</b>	
MACDONALD N	11/25/05	4.70	REVIEW KECP DOCUMENTS AND PLEADINGS (4.7).
MACDONALD N	11/26/05	6.40	CONTINUE TO REVIEW KECP DOCUMENTS AND PLEADINGS (6.4).
MACDONALD N	11/27/05	3.70	CONTINUE TO REVIEW KECP DOCUMENTS AND PLEADINGS (3.7).
MACDONALD N	11/28/05	10.20	LEGAL RESEARCH RELATED TO TRIAL EVIDENCE ADMISSIBILITY IN BANKRUPTCY PROCEEDINGS (1.7); STANDARD OF REVIEW WHEN INSIDERS ARE INVOLVED AND LIMITATIONS THEREON (0.6); OPERATION OF BUSINESS JUDGMENT RULE IN CONNECTION WITH INSIDER TRANSACTIONS (0.5); REVIEW ADDITIONAL PLEADINGS IN CONNECTIONS WITH KECP (7.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MACDONALD N	11/29/05	3.90	LEGAL RESEARCH RELATED TO STANDARD OF REVIEW FOR INSIDER TRANSACTIONS AND OPERATION OF BUSINESS JUDGMENT RULE IN CONNECTION WITH INSIDER TRANSACTIONS (2.5); REVIEW ADDITIONAL PLEADINGS IN CONNECTION WITH KECP (1.4).
MACDONALD N	11/30/05	10.30	TELECONFERENCES WITH CLIENT AND CO-COUNSEL (2.5); LEGAL RESEARCH RELATED TO BUSINESS JUDGMENT RULE IN CONNECTION WITH INSIDER TRANSACTIONS AND KECPs (3.2); REVIEW ADDITIONAL PLEADINGS IN CONNECTION WITH KECP (1.1); BEGIN DRAFT OF OUTLINE FOR POSSIBLE DISCOVERY REQUESTS TO KECP OBJECTORS (3.5).
		<b>39.20</b>	
MEIDAN LK	11/11/05	0.30	REVIEW KECP DISCOVERY REQUESTS (0.3).
MEIDAN LK	11/14/05	1.30	TELECONFERENCE WITH N. BUBNOVICH RE KECP (0.7); REVIEW DOCUMENTS RE SAME (0.6).
MEIDAN LK	11/15/05	2.80	REVIEW MATERIALS ON KECP (1.2); REVIEW CASES AND PLEADINGS RE OTHER KECP PROGRAMS (1.6).
MEIDAN LK	11/16/05	1.40	CONTINUE REVIEW OF BACKGROUND MATERIALS (1.4).
MEIDAN LK	11/17/05	1.40	REVIEW DOCUMENTS RECEIVED FROM N. BUBNOVICH (1.4).
MEIDAN LK	11/18/05	0.90	CONTINUE REVIEW OF DOCUMENTS PROVIDED BY N. BUBNOVICH (0.9).
MEIDAN LK	11/20/05	3.00	REVIEW DOCUMENTS ON KECP PROGRAM (3.0).
MEIDAN LK	11/21/05	1.00	REVIEW SUMMARY OF DOCUMENTS FROM N. BUBNOVICH (0.3); CONTINUE REVIEW OF BACKGROUND MATERIALS (0.7).
		<b>12.10</b>	
MEISLER RE	10/21/05	0.70	ATTENTION TO COMPANY INQUIRY RE PAYMENT OF LABOR PROVIDERS (0.7).
MEISLER RE	11/01/05	5.30	ATTENDED HUMAN CAPITAL MTG RE HUMAN CAPITAL MOTION AND KECP (1.3); TELECONFERENCE WITH H. BAER RE HUMAN CAPITAL (0.1); TELECONFERENCE WITH D. ALEXANDER (0.1); BEGAN PREPARING FOR HEARING RE SAME (3.8).
MEISLER RE	11/02/05	7.60	DRAFTED RESPONSE IN CONNECTION WITH COMMITTEE'S OBJECTION TO HUMAN CAPITAL MOTION (6.8); OUTLINED WITNESS PREPARATION (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	11/11/05	2.00	TELECONFERENCE WITH K. CRAFT RE HUMAN CAPITAL MATTERS (0.4); ATTENTION TO GARNISHMENT ISSUES RE STATES OF NEW JERSEY AND GEORGIA (0.3); BEGAN PREPARING FOR KECP LITIGATION (1.3).
MEISLER RE	11/12/05	1.40	BEGAN ANALYSIS OF SUPPORT RE KECP (1.4).
MEISLER RE	11/13/05	1.90	CONTINUED ANALYSIS OF KECP (1.9).
MEISLER RE	11/14/05	1.30	CONTINUED REVIEW AND ANALYSIS OF KECP (1.0); TELECONFERENCE WITH B. SAX AND D. ALEXANDER RE SAME (0.3).
MEISLER RE	11/15/05	0.40	ATTENTION TO KECP AND PREPARED FOR COMMENCEMENT OF DILIGENCE (0.4).
MEISLER RE	11/16/05	0.90	CONTINUED ATTENTION TO KECP (0.4); TELECONFERENCE WITH D. ALEXANDER RE SAME (0.4); TELECONFERENCE WITH N. BUBNOVICH RE SAME (0.1).
MEISLER RE	11/19/05	0.50	REVIEWED KECP MATERIALS (0.5).
MEISLER RE	11/21/05	1.90	REVIEWED PRECEDENT RESPONSE RE KECP (1.8); TELECONFERENCE WITH F. KUPLOCKI RE BENEFITS (0.1).
MEISLER RE	11/22/05	2.50	PREPARED FOR MEETING WITH N. BUBNOVICH RE KECP PREPARATION (0.5); PARTICIPATED IN CONFERENCE WITH N. BUBNOVICH RE SAME (2.0).
MEISLER RE	11/28/05	0.40	TELECONFERENCE WITH K. COBB RE BENEFITS QUESTION (0.2); TELECONFERENCE WITH J. PAPELIAN RE INDEMNIFICATION (0.2).
MEISLER RE	11/30/05	3.60	REVIEWED KECP MATERIALS, INCLUDING OBJECTIONS AND OTHER RELATED DOCUMENTS (2.3); ATTENDED KECP MEETING (1.0); ATTENTION TO INDEMNIFICATION INQUIRIES (0.3).
		<b>30.40</b>	
MULLIN JA	10/10/05	0.40	TELECONFERENCE WITH B. SAX (0.4).
MULLIN JA	10/11/05	0.90	REVIEWING AND REVISING MEDIA QUESTIONS AND ANSWERS ON KECP MOTION (0.6); TELECONFERENCES WITH D. ALEXANDER RE QUESTIONS AND ANSWERS (0.3).
MULLIN JA	10/13/05	0.10	TELECONFERENCE WITH D. ALEXANDER RE RETIREE COMMUNICATIONS ON SERP (0.1).
MULLIN JA	10/14/05	1.10	RESEARCH RE BLACK-OUT NOTICE REQUIREMENTS (1.1).
MULLIN JA	10/17/05	0.60	REVIEW OF/COMMENTING ON COMPANY PRESENTATION (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MULLIN JA	10/19/05	0.40	REVIEW OF R&R GRANT (0.2); EMAIL RE ABILITY TO TERMINATE GRANTS (0.2).
MULLIN JA	10/25/05	1.60	REVIEW EXECUTIVE CONTRACTS (1.4); ; REVIEW OF R&R GRANTS (0.2).
MULLIN JA	10/26/05	3.90	REVIEW EXECUTIVE CONTRACTS (3.9).
MULLIN JA	10/27/05	1.90	REVIEW AND REVISE EXECUTIVE AGREEMENTS (1.9).
MULLIN JA	11/03/05	0.40	MEETING WITH N. LEFF RE KECP (0.4).
MULLIN JA	11/04/05	1.20	REVISING EMPLOYMENT AGREEMENT (1.2).
MULLIN JA	11/09/05	1.60	CONTINUED REVISING EMPLOYMENT AGREEMENT (1.6).
MULLIN JA	11/10/05	0.20	TELECONFERENCE WITH D. ALEXANDER RE 409A (0.2).
MULLIN JA	11/13/05	0.20	EMAIL CORRESPONDENCE CONCERNING EXECUTIVE RECRUITMENT (0.2).
MULLIN JA	11/15/05	1.10	TELECONFERENCE FROM R. MEISLER RE. CANCELLATION OF R&R GRANTS (0.4); REVIEW OF GRANTS AND 8-K FILING RE GRANTS (0.7).
MULLIN JA	11/16/05	1.00	R & R GRANTS ISSUES (0.6); REVIEW KECP APPROVAL (0.4).
MULLIN JA	11/17/05	0.40	MEETING WITH N. LEFF RE KECP (0.4).
MULLIN JA	11/18/05	1.80	CONFERENCE CALL RE KECP AND R&R GRANTS (1.8).
MULLIN JA	11/21/05	1.10	REVISING EXECUTIVE AGREEMENT (0.9); TELECONFERENCES TO D. ALEXANDER RE AGREEMENT (0.2).
		<b>19.90</b>	
TOUSSI S	11/01/05	3.20	REVIEW AND ANALYZE HUMAN CAPITAL MOTION, WYATT RETENTION, CREDITORS' COMMITTEE STATEMENT AND RELATED DOCUMENTS (1.5); VARIOUS TELECONFERENCES WITH R. MEISLER RE PREPARING RESPONSE TO CREDITORS' COMMITTEE OBJECTIONS (0.5); ANALYZE ISSUES RE SAME IN CONNECTION WITH VARIOUS WITNESS OUTLINES AND PREP (1.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	11/02/05	8.30	REVIEW WATSON WYATT RETENTION AND PRESENTATION TO THE BOARD ON COMPENSATION ISSUES (1.0); DRAFT AND REVISE N. BUBNOVICH Q/A IN CONNECTION WITH OBJECTIONS RAISED BY CREDITORS' COMMITTEE (4.0); VARIOUS TELECONFERENCE RE SAME (0.5); REVIEW AND EDIT DRAFT REPLY MOTION, ADDRESS ISSUES RE SAME (1.5); DRAFT Q/A FOR T. SMITH RE HEALTH CARE BENEFITS (0.8); REVIEW RELATED DOCUMENTS RE SAME (0.5).
TOUSSI S	11/03/05	0.30	ADDRESS ISSUES RE HUMAN CAPITAL MOTION (0.3).
		<b>11.80</b>	
ZALTZMAN H*	10/31/05	5.40	BEGAN WORK ON STATE AGENCY GARNISHMENT ISSUE INCLUDING REVIEW OF ALL DISHONORED CHECK COMPLAINTS AND REQUESTS FROM STATE AGENCIES (2.8); DRAFTED LETTER AND FAX TO APPROPRIATE AGENCIES (2.6).
ZALTZMAN H*	11/01/05	4.20	CONTINUED CALLING STATE AGENCIES (0.9) AND THEN DRAFTING APPROPRIATE FAXES AND CONFIRMATIONS (1.7); SENT COMPLETED FAXES TO STATE AGENCIES (0.2); DRAFT EMAIL RE STATE AGENCY GARNISHMENT STANDDY (1.4).
		<b>9.60</b>	
<b>Total Associate/Law Clerk</b>		<b>324.50</b>	
DEMMA J	11/10/05	2.30	PREPARE KEY EMPLOYEE COMPENSATION PROGRAM PRECEDENT FOR ATTORNEY REVIEW (2.3).
DEMMA J	11/30/05	2.70	PREPARE CASE LAW MATERIALS RE OBJECTIONS TO KECF MOTION (2.7).
		<b>5.00</b>	
FIEBERG WR	11/22/05	9.80	ASSIST WITH ASSEMBLY OF DOCUMENT PRODUCTION (9.8).
FIEBERG WR	11/23/05	5.20	ASSIST WITH ASSEMBLY OF DOCUMENT PRODUCTION (5.2).
		<b>15.00</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

NOWICKI JA	11/21/05	11.10	REVIEWING DOCUMENTS FOR RESPONSIVENESS AND PRIVILEGE (11.1) .
NOWICKI JA	11/22/05	9.60	REVIEWING DOCUMENTS FOR PRIVILEGE (9.6) .
NOWICKI JA	11/29/05	11.30	PREPARING INITIAL SETS OF PRODUCTION DOCUMENTS (11.3) .
NOWICKI JA	11/30/05	7.60	REVIEWING DOCUMENTS FOR PRIVILEGE AND PRODUCING DOCUMENTS (7.6) .
		39.60	
<b>Total Legal Assistant</b>		59.60	
<b>TOTAL TIME</b>		<u>441.50</u>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Employee Matters (General)**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	11/17/05	Campanario ND	275.50
Air/Rail Travel - vendor feed	11/30/05	Fern BM	275.50
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$551.00</b>
In-house Reproduction	11/11/05	Copy Center, D	54.82
In-house Reproduction	11/11/05	Copy Center, D	300.59
In-house Reproduction	11/18/05	Copy Center, D	226.26
In-house Reproduction	11/22/05	Copy Center, D	7.30
In-house Reproduction	11/22/05	Copy Center, D	7.60
In-house Reproduction	11/22/05	Copy Center, D	266.47
In-house Reproduction	11/25/05	Copy Center, D	921.86
In-house Reproduction	11/29/05	Copy Center, D	3.10
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$1,788.00</b>
Telephone Expense	10/28/05	Telecommunications, D	0.08
Telephone Expense	10/28/05	Telecommunications, D	1.13
Telephone Expense	10/28/05	Telecommunications, D	0.10
Telephone Expense	10/28/05	Telecommunications, D	0.14
Telephone Expense	10/28/05	Telecommunications, D	0.30
Telephone Expense	10/28/05	Telecommunications, D	0.07
Telephone Expense	11/23/05	Telecommunications, D	9.27
Telephone Expense	11/23/05	Telecommunications, D	14.52
Telephone Expense	11/23/05	Telecommunications, D	2.29
Telephone Expense	11/23/05	Telecommunications, D	0.10
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$28.00</b>
Non-standard/Outside Reproduction	11/23/05	24 Seven Discovere, L.L.C.	2,821.00
		<b>TOTAL NON-STANDARD/OUTSIDE REPRODUCTION</b>	<b>\$2,821.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Lexis/Nexis	11/15/05	Curran C	88.44
Lexis/Nexis	11/23/05	Fern BM	377.56
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$466.00</b>
Westlaw	11/08/05	Kohut RD	164.52
Westlaw	11/08/05	Herriott AV	40.66
Westlaw	11/09/05	Herriott AV	49.46
Westlaw	11/09/05	Kohut RD	80.16
Westlaw	11/12/05	Herriott AV	261.59
Westlaw	11/21/05	Kohut RD	335.77
Westlaw	11/28/05	MacDonald N	1,175.39
Westlaw	11/29/05	MacDonald N	35.70
Westlaw	11/29/05	Fern BM	8.88
Westlaw	11/30/05	MacDonald N	51.87
		<b>TOTAL WESTLAW</b>	<b>\$2,204.00</b>
Out-of-Town Travel	11/02/05	Herriott AV	40.00
Out-of-Town Travel	11/02/05	Meisler RE	247.48
Out-of-Town Travel	11/02/05	Herriott AV	573.91
Out-of-Town Travel	11/02/05	Meisler RE	175.09
Out-of-Town Travel	11/02/05	Meisler RE	11.96
Out-of-Town Travel	11/17/05	Herriott AV	489.91
Out-of-Town Travel	11/18/05	Campanario ND	270.08
Out-of-Town Travel	11/30/05	Springer DE	1,105.57
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$2,914.00</b>
Messengers/ Courier	10/24/05	Dist Serv/Mail/Page, D	11.73
Messengers/ Courier	10/24/05	Dist Serv/Mail/Page, D	11.73
Messengers/ Courier	10/30/05	Comet Messenger Service	19.79
Messengers/ Courier	11/07/05	Dist Serv/Mail/Page, D	48.75
Messengers/ Courier	11/23/05	Dist Serv/Mail/Page, D	10.24
Messengers/ Courier	11/23/05	Dist Serv/Mail/Page, D	10.24
Messengers/ Courier	11/23/05	Dist Serv/Mail/Page, D	10.24
Messengers/ Courier	11/23/05	Dist Serv/Mail/Page, D	10.24
Messengers/ Courier	11/23/05	Dist Serv/Mail/Page, D	10.24
Messengers/ Courier	11/23/05	Dist Serv/Mail/Page, D	10.24

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Messengers/ Courier	11/23/05	Dist Serv/Mail/Page, D	46.41
Messengers/ Courier	11/23/05	Dist Serv/Mail/Page, D	23.21
Messengers/ Courier	11/23/05	Dist Serv/Mail/Page, D	23.21
Messengers/ Courier	11/23/05	Dist Serv/Mail/Page, D	23.21
Messengers/ Courier	11/23/05	Dist Serv/Mail/Page, D	23.21
Messengers/ Courier	11/23/05	Dist Serv/Mail/Page, D	27.07
Messengers/ Courier	11/28/05	Dist Serv/Mail/Page, D	10.24
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$330.00</b>
Out-of-Town Meals	11/01/05	Meisler RE	104.77
Out-of-Town Meals	11/01/05	Meisler RE	4.08
Out-of-Town Meals	11/01/05	Meisler RE	4.12
Out-of-Town Meals	11/02/05	Herriott AV	2.49
Out-of-Town Meals	11/02/05	Herriott AV	12.22
Out-of-Town Meals	11/02/05	Meisler RE	20.17
Out-of-Town Meals	11/02/05	Meisler RE	4.35
Out-of-Town Meals	11/02/05	Meisler RE	16.00
Out-of-Town Meals	11/17/05	Herriott AV	1.80
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$170.00</b>
Telco-Non Astra	11/07/05	Telecommunications, D	15.00
		<b>TOTAL TELCO-NON ASTRA</b>	<b>\$15.00</b>
Wireless - Mobile/Cellular/Pager	11/05/05	Cingular Wireless	8.98
Wireless - Mobile/Cellular/Pager	11/09/05	Meisler RE	10.02
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$19.00</b>
		<b>TOTAL MATTER</b>	<b>\$11,306.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Employee Matters (General)**

**Bill Date: 01/31/06  
Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	12/01/05	0.30	EMAIL FROM/TO M. ASHLEY RE AND CONSIDER ERISA LITIGATION DISCOVERY REQUESTS (0.3).
BUTLER, JR. J	12/02/05	0.20	FOLLOW-UP ON ERISA LITIGATION DISCOVERY REQUESTS INCLUDING EMAILS FROM/TO T. ROBINSON (0.2).
BUTLER, JR. J	12/05/05	0.90	FOLLOW-UP ON KECP MEET AND CONFER AND RELATED DISCOVERY MATTERS (0.2); PREPARE FOR (0.1) AND PARTICIPATE IN (0.3) WORKING GROUP MEETING AT COMPANY IN TROY RE STRATEGIC KECP MATTERS; REVIEW AND COMMENT ON SERP MEMORANDUM (0.2); EMAIL FROM/TO R. ROSENBERG RE KECP MATTERS (0.1).
BUTLER, JR. J	12/08/05	1.20	PREPARE FOR (0.3) AND PARTICIPATE IN (0.9) EMPLOYEE INDEMNIFICATION MEETING WITH D. SHERBI, S. CORCORAN, J. PAPELIAN AND OTHERS AT COMPANY IN TROY.
BUTLER, JR. J	12/09/05	0.20	EMAILS FROM/TO R. ROSENBERG AND DELPHI WORKING GROUP MEMBERS RE KECP MATTERS INCLUDING BRIEF ADJOURNMENT TO DISCUSS NEXT STEPS (0.2).
BUTLER, JR. J	12/11/05	1.20	REVIEW DRAFT RESPONSE TO KECP OBJECTIONS (1.2).
BUTLER, JR. J	12/13/05	0.70	EMAILS FROM/TO R. ROSENBERG AND DELPHI WORKING GROUP MEMBERS RE KECP AND PAP MATTERS AND NEXT STEPS INCLUDING NEGOTIATION PROTOCOL AND KECP ADJOURNMENT (0.7).
BUTLER, JR. J	12/14/05	0.40	EMAILS FROM/TO S. CORCORAN RE GSM ORDINARY COURSE BONUS PROGRAM (0.2); FINALIZE EXTENSION OF KECP HEARING TO JANUARY 27TH AND DELPHIDOCKET.COM NOTICE RE SAME (0.2).
BUTLER, JR. J	12/15/05	0.70	PREPARE FOR (0.3) AND ATTEND (0.4) MANAGEMENT MEETINGS RE KECP AND PAP MATTERS AT COMPANY IN TROY.
BUTLER, JR. J	12/16/05	0.60	TELECONFERENCES WITH S. CORCORAN AND S. MILLER RE KECP MATTERS INCLUDING PREPARATION FOR MEETING WITH UCC KECP SUBCOMMITTEE (0.3); REVIEW DOCUMENT PRODUCTION STATUS INCLUDING LETTER TO R. ROSENBERG (0.3).
BUTLER, JR. J	12/18/05	0.60	REVIEW REVISED OMNIBUS REPLY TO KECP OBJECTIONS (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	12/19/05	0.40	TELECONFERENCE WITH S. MILLER, M. WEBER AND K. BUTLER RE PREP FOR UCC KECP SUBCOMMITTEE MEETING (0.2); TELECONFERENCE WITH M. WEBER RE DOWNLOAD AND NEXT STEPS (0.2).
BUTLER, JR. J	12/20/05	0.40	TELECONFERENCE WITH J. T. BATTENBERG RE SERP CLAIMS AND HUMAN CAPITAL OBLIGATIONS ORDER (0.3); EMAIL TO D. SHERBIN RE SAME (0.1).
BUTLER, JR. J	12/21/05	0.10	EMAIL TO LATHAM RE PAP OBJECTION DEADLINE EXTENSION (0.1).
BUTLER, JR. J	12/28/05	0.90	TELECONFERENCE WITH AND EMAILS FROM/TO S. MILLER RE PAP SETTLEMENT (0.7); BEGIN TO OUTLINE LETTER ACKNOWLEDGMENT (0.2).
BUTLER, JR. J	12/29/05	0.90	REVIEW VARIOUS KECP DISCOVERY RESPONSES (0.4); REVIEW DRAFT OMNIBUS RESPONSE TO KECP OBJECTIONS (0.3); EMAILS FROM/TO B. SAX RE SAME (0.2).
BUTLER, JR. J	12/30/05	0.30	EMAILS FROM/TO N. BUBNOVICH AND M. WEBER RE JANUARY 6TH KECP COMPENSATION ADVISORS MEETING IN NEW YORK CITY (0.3).
BUTLER, JR. J	12/31/05	0.30	CONTINUE TO OUTLINE DRAFT PAP LETTER ACKNOWLEDGMENT (0.3).
		<b>10.30</b>	
LEFF NM	12/02/05	2.60	CONFERENCE CALL WITH WORKING GROUP RE KECP MOTION (2.6).
LEFF NM	12/05/05	1.10	REVIEW AGENDA AND STIPULATION RE KECP CALL (1.1).
LEFF NM	12/06/05	1.40	MEET AND CONFER RE KECP MOTION (1.4).
LEFF NM	12/07/05	0.80	REVIEW CREDITORS COMMITTEE PRESENTATION RE KECP (0.8).
LEFF NM	12/22/05	0.50	REVIEW LETTER TO UCC (0.5).
		<b>6.40</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SPRINGER DE	12/01/05	6.20	LEGAL RESEARCH RE KECP MOTION, INCLUDING REVIEW OF OTHER KECP PLANS AND SUPPORTING CASE AUTHORITY (3.5); OUTLINE DISCOVERY PROGRAM RE KECP MOTION (1.5); PREPARE FOR AND CONFERENCE CALL WITH WORKING GROUP RE KECP MOTION (1.2).
SPRINGER DE	12/02/05	6.10	PREPARATION FOR AND CONFERENCE CALL WITH SENIOR STAFF RE DEVELOPMENTS AND FORTHCOMING EVENTS, INCLUDING KECP (2.0); REVIEW AND REVISE DRAFT CORRESPONDENCE TO IUE-CWA COUNSEL RE KECP DISCOVERY REQUESTS (0.3); REVIEW AND RESPOND TO MESSAGES FROM M. BROUDE, UCC'S COUNSEL, RE UCC DISCOVERY AND DOCUMENT PRODUCTION (0.6); REVIEW KECP DOCUMENT PRODUCTION AND CORRESPONDENCE RELATED THERETO (1.2); OUTLINE DISCOVERY PROGRAM RE KECP MOTION (0.6); RESEARCH RE RESPONSE TO OBJECTIONS TO KECP MOTION (1.4).
SPRINGER DE	12/04/05	1.50	REVIEW AND REDRAFT PROPOSED DISCOVERY TO KECP MOTION OBJECTIONS (1.5).
SPRINGER DE	12/05/05	7.10	REVIEW, REVISE, AND SERVE DISCOVERY DIRECTED TO OBJECTORS TO KECP MOTION (1.1); REVIEW AND REVISE LETTER TO OBJECTORS' COUNSEL RE DISCOVERY AND MEET AND CONFER (0.6); DRAFT AND REVISE PROTECTIVE ORDER RE KECP DISCOVERY (1.2); REVIEW DISCOVERY REQUEST FROM USW AND IEU-CWA (0.6); DRAFT MESSAGES TO UCC'S COUNSEL RE MEET AND CONFER AND DISCOVERY PROGRAM (0.3); DRAFT MEMORANDUM TO B. SAX, J. BUTLER, ET AL., RE MEET AND CONFER AND DISCOVERY PROGRAM (1.3); DRAFT ABBREVIATED AGENDA TO SHARE WITH MEET AND CONFER PARTICIPANTS (0.7); LEGAL RESEARCH RE RESPONSE TO OBJECTIONS TO KECP MOTION (1.3).
SPRINGER DE	12/06/05	6.60	TELECONFERENCE WITH B. SAX RE ISSUES FOR MEET AND CONFER AND KECP DISCOVERY PROGRAM (0.5); REVISIONS TO PROTECTIVE ORDER (0.4); REVIEW KEY DOCUMENTS TO BE PRODUCED, INCLUDING PRIVILEGED DOCUMENTS (1.2); DRAFT AND REVISE AGENDA FOR MEET AND CONFER (1.1); PREPARE FOR AND CONDUCT MEET AND CONFER WITH OBJECTORS' COUNSEL (1.3); TELECONFERENCE WITH B. SAX, N. MACDONALD, AND N. CAMPANARIO RE DISCOVERY OBLIGATIONS AND SCHEDULING (0.5); TELECONFERENCE WITH J. BRANDT, UCC COUNSEL, RE PROTECTIVE ORDER (0.3); RESEARCH RE RESPONSE TO OBJECTIONS TO KECP MOTION (1.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SPRINGER DE	12/07/05	4.70	TELECONFERENCE WITH N BUBNOVICH RE KECP PLAN, NEGOTIATION, AND HEARING (0.5); CONFERENCE WITH N. CAMPANARIO RE RESPONSE TO IUE-CWA DISCOVERY REQUESTS (0.4); CONFERENCE WITH N. MACDONALD RE RESPONSE TO OBJECTIONS (0.5); LEGAL RESEARCH RE KECP PROGRAMS AND RESPONSE TO OBJECTIONS TO KECP MOTION (3.3).
SPRINGER DE	12/08/05	5.20	REVIEW AND REVISE LETTERS TO OBJECTORS' RE OBJECTIONS TO THEIR DISCOVERY REQUESTS (1.1); CREATE TIME-LINE AND DRAFT CORRESPONDENCE TO OBJECTORS RE DISCOVERY DEADLINES (0.6); REVIEW DRAFT OMNIBUS RESPONSE TO OBJECTIONS (1.2); LEGAL RESEARCH RE KECP PROGRAMS (2.3).
SPRINGER DE	12/09/05	7.60	REVIEW SUPPLEMENTAL DISCOVERY REQUESTS (1.0); DRAFT RESPONSES TO OBJECTORS' SUPPLEMENTAL DISCOVERY REQUESTS (1.3); CORRESPONDENCE TO BECKWITCH RE REQUEST FOR NATIVE FORMAT OF REQUESTS AND RELATED TELECONFERENCES (0.9); DRAFT OBJECTIONS TO SCALP REQUESTS (1.1); REVIEW AND REVISE OMNIBUS RESPONSE TO OBJECTIONS TO KCEP MOTION (3.3).
SPRINGER DE	12/10/05	5.50	REVIEW AND REVISE DRAFT OMNIBUS RESPONSE TO OBJECTIONS TO KECP MOTION (5.5).
SPRINGER DE	12/11/05	3.00	REVIEW AND REVISE DRAFT OMNIBUS RESPONSE TO OBJECTIONS TO KECP MOTION (3.0).
SPRINGER DE	12/12/05	6.80	TELECONFERENCES WITH J. PAPELIAN AND B. SAX RE RESPONSE TO SCALP DISCOVERY REQUESTS (0.6); REVIEW AND REVISE OBJECTIONS TO SCALP DISCOVERY REQUESTS (1.4); REVIEW CORRESPONDENCE FROM SCALP RE DISCOVERY AND MEET AND CONFER (0.6); REVIEW AND REVISE OMNIBUS RESPONSE TO OBJECTIONS TO KECP MOTION (4.2).
SPRINGER DE	12/13/05	5.10	REVISIONS TO RESPONSE TO OMNIBUS OBJECTION; PREPARATION FOR AND CONDUCT CONFERENCE WITH WORKING GROUP RE KECP DISCOVERY (1.0); DRAFT REVISIONS TO DISCOVERY SCHEDULE AND CIRCULATE TO INTERESTED PARTIES (0.6); REVIEW MEMORANDUM RE MOTION TO COMPEL CONTENTION INTERROGATORY ANSWER (0.5); REVISE AND DRAFT OMNIBUS RESPONSE TO OBJECTIONS TO KECP MOTION (3.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SPRINGER DE	12/14/05	7.70	REVIEW AND REVISE DRAFT RESPONSES TO OBJECTORS' DISCOVERY REQUESTS (0.2); TELECONFERENCES WITH S. CORCORAN RE KECP MOTION (0.2); PREPARATION FOR SCALP MEET AND CONFER (0.3); REVIEW DOCUMENTS TO BE PRODUCED IN DISCOVERY (1.1); REVISE AND DRAFT OMNIBUS RESPONSE TO OBJECTIONS TO KECP MOTION (3.2); REVIEW COMPANY BYLAWS AND OTHER CONTRACTS AND PRECEDENTS RE CLAWBACK PROVISION RESPECTING KECP (1.7); DRAFT PROPOSED CLAWBACK PROVISION (0.5); TELECONFERENCES WITH B. SAX RE KECP MOTION (0.5).
SPRINGER DE	12/15/05	7.20	TELECONFERENCE WITH J. PAPELIAN AND SHEARMAN RE STRATEGY FOR MEET AND CONFER WITH SCALP (0.5); PARTICIPATE IN SCALP MEET AND CONFER (1.2); REVIEW AND REVISE DISCOVERY RESPONSES TO SCALP, IBEW, AND STEELWORKERS (1.0); REVIEW, EDIT AND PRODUCE RESPONSES TO DISCOVERY REQUESTS (1.2); STAFF CONFERENCES WITH N. CAMPANARIO RE DISCOVERY RESPONSES (0.3); REVISE AND DRAFT OMNIBUS OBJECTIONS TO KECP MOTION (3.0).
SPRINGER DE	12/16/05	7.90	TELECONFERENCE WITH J. BUTLER RE KECP MEETING (0.4); PREPARATION FOR AND PARTICIPATING IN KECP CONFERENCE CALL WITH SENIOR MANAGEMENT TEAM (0.6); SENIOR STAFF WORKING GROUP CONFERENCE CALL (0.5); CONFERENCE WITH N. MACDONALD AND N. CAMPANARIO RE KECP NEGOTIATIONS AND DISCOVERY (0.5); REVIEW DISCOVERY DEMANDS FROM SCALP RESULTING FROM YESTERDAY'S MEET AND CONFER (0.3); DRAFT PARAGRAPH RE INDEMNIFICATION EXCLUSION FOR KECP NEGOTIATIONS(0.4); TELECONFERENCES WITH D. SHERBIN RE KECP MEETING (0.2); DRAFT MESSAGE TO D. SHERBIN RE KECP NEGOTIATIONS (0.2); TELECONFERENCE WITH B. SAX RE KECP NEGOTIATIONS (0.4); REVIEW AND REVISE OMNIBUS RESPONSE TO OBJECTIONS TO KECP MOTION (4.4).
SPRINGER DE	12/17/05	4.30	REVIEW AND REVISE OMNIBUS RESPONSE TO OBJECTIONS TO KECP MOTION (4.3).
SPRINGER DE	12/18/05	6.50	REVIEW AND REVISE OMNIBUS RESPONSE TO OBJECTION TO KECP MOTION (6.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SPRINGER DE	12/19/05	6.30	CONFERENCE WITH WORKING GROUP RE OMNIBUS RESPONSE TO OBJECTIONS TO KECP MOTION AND DISCOVERY RELATED THERETO (1.0); REVIEW AND REVISE OMNIBUS RESPONSE TO OBJECTIONS TO KECP MOTION (2.5); DRAFT MESSAGES TO SCALP RE TRIAL SUBPOENAS (0.3); REVIEW MATERIALS RE PEARL MEYER STUDY OF EQUITY AWARDS (2.0); DRAFT AND REVIEW MESSAGES RE PEARL MEYER STUDY (0.5).
SPRINGER DE	12/20/05	7.70	TELECONFERENCE WITH B. SAX RE SUBPOENAS RE KECP MOTION (0.3); REVIEW AND RESPOND TO CORRESPONDENCE FROM SCALP RE SUBPOENAS ON KECP MOTION (0.6); REVIEW AND REVISE OMNIBUS RESPONSE TO OBJECTIONS TO KECP MOTION (5.5); REVIEW AND REVISE STIPULATIONS RE WITHDRAWAL OF DISCOVERY TO UNIONS RE KECP MOTION (0.6); STAFF CONFERENCES WITH N. CAMPANARIO RE WTC DISCOVERY AND ISSUES WITH PROTECTIVE ORDER (0.3); REVIEW AND REVISE MOTION FOR ENTRY OF STIPULATION AND PROTECTIVE ORDER (0.4).
SPRINGER DE	12/21/05	1.40	DRAFT RESPONSE TO UNION'S RESPONSE RE DISCOVERY DEADLINES (0.5); CONFERENCE WITH WORKING GROUP RE RESPONSE TO UNIONS' DISCOVERY EVASIONS (0.5); REVIEW AND REVISE LETTER TO WTC RE DISCOVERY REQUESTS (0.4).
SPRINGER DE	12/22/05	3.20	REVIEW AND EDIT LETTER TO UCC RE MILLER AND OPIE MEETING RE NEGOTIATION OF KECP (0.6); TELECONFERENCES WITH J. FRIZZLEY ET AL OF SHEARMAN RE SCALP DISCOVERY DEMANDS (0.5); REVIEW DELLINGER DEPOSITION TRANSCRIPT (0.5); REVIEW AND REVISE RESPONSE TO WTC DISCOVERY REQUESTS (0.7); STAFF CONFERENCES WITH N. CAMPANARIO RE RESPONSE TO DISCOVERY REQUESTS (0.4); REVIEW MEMORANDUM RE BUBNOVICH INTERVIEW (0.5).
SPRINGER DE	12/23/05	0.70	REVIEW CORRESPONDENCE FROM SCALP RE TRIAL SUBPOENAS (0.2); REVIEW, REVISE, AND SEND LETTER TO WTC RE DISCOVERY RESPONSES (0.5).
		118.30	
Total Partner		135.00	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

CAMPANARIO ND	12/01/05	6.90	REVIEW DOCUMENTS RELATED TO KEY EMPLOYEE COMPENSATION PROGRAM (4.9); CONFERENCES WITH WORKING GROUP RE SAME (1.4); TELECONFERENCE WITH N. MACDONALD, D. ALEXANDER, AND M. SWASTEK RE SAME (0.4); TELECONFERENCES WITH R. FLETEMEYER OF FTI RE ELECTRONIC DATABASE (0.2).
CAMPANARIO ND	12/02/05	5.80	DRAFT CORRESPONDENCE RE KEY EMPLOYEE COMPENSATION PROGRAM (1.1); REVIEW DOCUMENTS RE SAME (4.7).
CAMPANARIO ND	12/03/05	9.10	REVIEW OBJECTIONS TO KEY EMPLOYEE COMPENSATION PROGRAM (6.5); DRAFT RESPONSES TO OBJECTIONS (2.6).
CAMPANARIO ND	12/04/05	4.50	DRAFT RESPONSES TO OBJECTIONS TO KEY EMPLOYEE COMPENSATION PROGRAM (4.5).
CAMPANARIO ND	12/05/05	8.10	DRAFT RESPONSES TO OBJECTIONS TO KEY EMPLOYEE COMPENSATION PROGRAM (6.4); REVIEW AGENDA FOR MEET AND CONFER AND REVISE STIPULATION AND PROTECTIVE ORDER (1.7).
CAMPANARIO ND	12/06/05	8.60	MEET AND CONFER WITH OBJECTORS RE KEY EMPLOYEE COMPENSATION PROGRAM (1.8); REVIEW DOCUMENTS RE SAME (6.8).
CAMPANARIO ND	12/07/05	8.30	REVIEW DOCUMENTS RE KEY EMPLOYEE COMPENSATION PROGRAM (6.9); TELECONFERENCE WITH OPPOSING COUNSEL RE DISCOVERY (0.1); TELECONFERENCES WITH D. ALEXANDER AND K. SMITH-HALEY RE SAME (1.3).
CAMPANARIO ND	12/08/05	8.20	DRAFT OBJECTIONS TO DISCOVERY REQUESTS (1.3); TELECONFERENCE WITH D. ALEXANDER AND K. SMITH-HALEY RE DISCOVERY (0.5); REVIEW DOCUMENTS RE KEY EMPLOYEE COMPENSATION PROGRAM (6.4).
CAMPANARIO ND	12/09/05	6.60	REVIEW DOCUMENTS RE KEY EMPLOYEE COMPENSATION PROGRAM (6.2); TELECONFERENCES WITH R. FLETEMEYER OF FTI RE ELECTRONIC DATABASE (0.4).
CAMPANARIO ND	12/10/05	0.40	TELECONFERENCES WITH OPPOSING COUNSEL RE ELECTRONIC DATABASE (0.4).
CAMPANARIO ND	12/12/05	1.50	TELECONFERENCE WITH B. SAX RE DISCOVERY (0.7); TELECONFERENCE WITH J. PAPELIAN, AND B. SAX RE SAME (0.4); CONFERENCE WITH K. SMITH-HALEY RE SAME (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

CAMPANARIO ND	12/13/05	8.70	DRAFT RESPONSES TO DISCOVERY REQUESTS RE KEY EMPLOYEE COMPENSATION PROGRAM (1.2); CONFERENCE WITH K. SMITH-HALEY RE DISCOVERY (1.3); TELECONFERENCE WITH D. ALEXANDER RE SAME (0.7); CONFERENCE WITH WORKING GROUP RE KEY EMPLOYEE COMPENSATION PROGRAM (1.2); TELECONFERENCE WITH SHEARMAN & STEARLING RE DISCOVERY (1.3); DRAFT RESPONSES TO DISCOVERY REQUESTS (3.0).
CAMPANARIO ND	12/14/05	7.50	REVISE RESPONSES TO DISCOVERY REQUESTS (7.5).
CAMPANARIO ND	12/15/05	6.20	COMPLETE RESPONSES TO DISCOVERY REQUESTS (2.7); REVIEW DOCUMENTS RE KEY EMPLOYEE COMPENSATION PROGRAM (3.5).
CAMPANARIO ND	12/19/05	3.30	TELECONFERENCE WITH D. ALEXANDER RE DISCOVERY REQUESTS RELATED TO THE KEY EMPLOYEE COMPENSATION PROGRAM (0.1); EDIT RESPONSES TO OBJECTIONS (1.4); TELECONFERENCE WITH OPPOSING COUNSEL RE DISCOVERY (0.1); REVISE MOTION RE STIPULATION AND AGREED PROTECTIVE ORDER (1.7).
CAMPANARIO ND	12/20/05	5.60	PREPARE DECLARATION IN SUPPORT OF KEY EMPLOYEE COMPENSATION PROGRAM (2.2); TELECONFERENCE WITH D. ALEXANDER RE DISCOVERY (0.1); COMPLETE MOTION RE STIPULATION AND AGREED PROTECTIVE ORDER (0.8); REVIEW DOCUMENTS RE THE KEY EMPLOYEE COMPENSATION PROGRAM (2.5).
CAMPANARIO ND	12/21/05	3.20	DRAFT RESPONSES AND OBJECTIONS TO WILMINGTON TRUST COMPANY'S DISCOVERY REQUESTS (3.2).
CAMPANARIO ND	12/22/05	3.10	TELECONFERENCE WITH D. ALEXANDER RE DISCOVERY (0.2); REVISE RESPONSES AND OBJECTIONS TO WILMINGTON TRUST COMPANY'S DISCOVERY REQUESTS (2.9).
CAMPANARIO ND	12/23/05	4.00	REVIEW DOCUMENTS RELATED TO KEY EMPLOYEE COMPENSATION PROGRAM (2.5); TELECONFERENCE WITH E. FOX RE STIPULATION AND AGREED PROTECTIVE ORDER (0.6); REVIEW LEAD PLAINTIFFS' MOTION TO COMPEL (0.9).
CAMPANARIO ND	12/26/05	4.20	LEGAL RESEARCH RE LEAD PLAINTIFFS' MOTION TO COMPEL AND DRAFT OBJECTIONS TO SAME (4.2).
CAMPANARIO ND	12/27/05	9.60	LEGAL RESEARCH RE LEAD PLAINTIFFS' MOTION TO COMPEL AND DRAFT OBJECTIONS TO SAME (9.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

CAMPANARIO ND	12/28/05	4.90	REVIEW PROTECTIVE ORDER PROPOSED BY WILMINGTON TRUST COMPANY (1.0); DRAFT DECLARATION IN SUPPORT OF KEY EMPLOYEE COMPENSATION PROGRAM (3.9).
CAMPANARIO ND	12/29/05	3.10	DRAFT DECLARATION IN SUPPORT OF KEY EMPLOYEE COMPENSATION PROGRAM (1.4); REVISE OBJECTIONS TO LEAD PLAINTIFFS' MOTION TO COMPEL (0.9); REVISE SCRIPT RE SAME (0.6); TELECONFERENCE WITH WILMINGTON TRUST COMPANY'S COUNSEL RE STIPULATION AND AGREED PROTECTIVE ORDER (0.2).
CAMPANARIO ND	12/30/05	5.70	COMPLETE OBJECTIONS TO LEAD PLAINTIFFS' MOTION TO COMPEL (3.9); REVIEW DISCOVERY RESPONSES (1.8).
		<b>137.10</b>	
FERN BM	12/01/05	3.10	FORMULATE STRATEGY RE KECP REPLY (2.6); RESEARCH RE OTHER CHAPTER 11 COMPENSATION PROGRAMS (0.5).
FERN BM	12/04/05	1.60	DRAFTED RIDER TO UCC PRESENTATION RE KECP (1.6).
FERN BM	12/05/05	1.00	REVIEWED PROPOSED KECP PROTECTIVE ORDER (0.3); CORRESPONDENCE FROM B. ROSENBERG RE KECP NEGOTIATIONS (0.2); REVIEWED KECP DOCUMENTS IN PREPARATION FOR MEET AND CONFER (0.5).
FERN BM	12/06/05	1.90	DRAFTED VARIOUS RIDERS TO KECP REPLY (1.9).
FERN BM	12/07/05	8.60	CONTINUED DRAFTING RIDERS TO KECP REPLY (3.4); RESEARCH RE GRANTING EQUITY TO MANAGEMENT (2.1); COMPLETED DRAFT OF KECP RIDERS (2.5); CORRESPONDENCE WITH N. BUBNOVICH RE COMPETITIVE BENCHMARKING (0.6).
FERN BM	12/08/05	5.70	FORMULATE STRATEGY RE KECP REPLY (1.7); OUTLINING FACTS RE DEVELOPMENT OF KECP (1.5); REVIEWED MEMOS TO COMPENSATION COMMITTEE RE KECP (0.7); DRAFTED RIDER TO KECP REPLY (1.6); CORRESPONDENCE TO N. BUBNOVICH RE CHANGES TO KECP (0.2).
FERN BM	12/09/05	7.90	REVIEWED AND REVISED KECP REPLY (0.9); FORMULATE STRATEGY RE KECP REPLY (0.8); RESEARCH RE CONFIDENTIALITY AGREEMENTS (0.4); DRAFTED VARIOUS RIDERS TO KECP REPLY (2.5); ADDITIONAL ATTENTION TO ISSUES RE CONFIDENTIALITY OF INFORMATION (0.5); REVIEWED AND REVISED REPLY TO KECP OBJECTIONS (2.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FERN BM	12/10/05	3.70	REVIEWED DRAFT OF KECP REPLY (1.2); REVIEWED VARIOUS KECP DOCUMENTS FOR RELEVANCE (2.5).
FERN BM	12/14/05	1.00	REVIEWED MEMO RE CONTENTION INTERROGATORIES (0.3); CONTINUED DRAFTING BUBNOVICH DECLARATION (0.4); REVIEWED AND REVISED LETTER TO LEAD PLAINTIFF RE DISCOVERY (0.3).
FERN BM	12/15/05	0.90	REVIEWED ISSUES RE KECP DISCOVERY REQUESTS (0.4); FORMULATE STRATEGY RE RESPONSES TO DISCOVERY REQUESTS (0.5).
FERN BM	12/16/05	0.40	FORMULATE STRATEGY RE KECP CLAWBACK (0.4).
FERN BM	12/19/05	7.80	REVIEWED DRAFT RESPONSE TO KECP OBJECTIONS (1.1); FORMULATE STRATEGY RE DECLARATIONS IN SUPPORT OF KECP MOTIONS (1.6); REVIEWED DOCUMENTS NECESSARY FOR KECP DECLARATIONS (4.3); ADDITIONAL REVIEW OF RELEVANT KECP DOCUMENTS (0.8).
FERN BM	12/20/05	6.10	CONTINUED DRAFTING BUBNOVICH DECLARATION (3.1); REVIEWED DOCUMENTS AND DATA IN PREPARATION FOR MEETING WITH N. BUBNOVICH (3.0).
FERN BM	12/21/05	0.50	REVIEWED DOCUMENTS RE BUBNOVICH DECLARATION (0.5).
FERN BM	12/22/05	5.00	PREPARED FOR MEETING WITH N. BUBNOVICH (0.8); MEETING WITH N. BUBNOVICH RE KECP PROCESS AND COMPONENTS (3.3); SUMMARIZED NOTES FROM MEETING (0.9).
FERN BM	12/27/05	5.10	CONTINUED DRAFTING BUBNOVICH DECLARATION (4.4); REVIEWED VARIOUS UNION DISCOVERY RESPONSES (0.4); DRAFTED SCRIPT RE KECP HEARING (0.3).
FERN BM	12/28/05	3.40	COMPLETED DRAFT OF BUBNOVICH DECLARATION (2.6); REVISED BUBNOVICH DECLARATION (0.8).
FERN BM	12/29/05	5.70	REVISED BUBNOVICH DECLARATION (1.3); FINAL REVISIONS TO DRAFT OF BUBNOVICH DECLARATION (2.9); BEGAN DRAFTING SCRIPT TO MOTION TO COMPEL KECP DISCOVERY (1.5).
FERN BM	12/30/05	1.40	DRAFTED SCRIPT RE LEAD PLAINTIFFS' MOTION TO COMPEL KECP DISCOVERY (1.4).
		<b>70.80</b>	
GUZZARDO J	12/09/05	5.30	LEGAL RESEARCH RE CONTENTION INTERROGATORIES (5.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

GUZZARDO J	12/10/05	3.20	CONTINUED LEGAL RESEARCH AND MEMORANDUM DRAFTING RE CONTENTION INTERROGATORIES (3.2).
GUZZARDO J	12/12/05	1.80	DRAFTED CONTENTION INTERROGATORY MEMORANDUM (1.8).
GUZZARDO J	12/13/05	5.80	RESEARCH AND DRAFTING OF PROPOSED MOTION FOR PROTECTIVE ORDER (2.5); ADDITIONAL RESEARCH AND EDITS TO CONTENTION INTERROGATORY MEMORANDUM (3.3).
GUZZARDO J	12/14/05	2.30	RESEARCH AND DRAFTING OF PROPOSED MOTION TO COMPEL ANSWERS TO DISCOVERY (2.3).
GUZZARDO J	12/15/05	5.70	LEGAL RESEARCH AND DRAFTING FOR PROPOSED JOINT MOTION FOR PROTECTIVE ORDER (2.5); LEGAL RESEARCH AND DRAFTING FOR PROPOSED MOTION TO COMPEL (3.2).
GUZZARDO J	12/16/05	5.10	RESEARCH AND DRAFTING OF PROPOSED MOTION TO COMPEL. (5.1).
GUZZARDO J	12/19/05	6.30	LEGAL RESEARCH AND AND DRAFTING OF PROPOSED MOTION TO COMPEL AND KECP (6.3).
GUZZARDO J	12/20/05	5.90	RESEARCH AND REVISIONS OF PROPOSED AGREED PROTECTIVE ORDER (0.8); RESEARCH AND DRAFTING OF PROPOSED MOTION TO COMPEL (5.1).
GUZZARDO J	12/28/05	5.80	CONTINUED LEGAL RESEARCH FOR PROPOSED MOTION TO COMPEL (1.3); LEGAL RESEARCH RE EXPEDITED DISCOVERY REQUESTS (4.5).
GUZZARDO J	12/29/05	0.50	ADMINISTRATION OF KECP DISCOVERY PRODUCTIONS AND PREPARATION FOR DOCUMENT REVIEW. (0.5).
GUZZARDO J	12/30/05	1.40	REVIEWED DOCUMENTS PRODUCED BY LEAD PLAINTIFF RELATING TO THE KECP MOTION (1.4).
		<b>49.10</b>	
HERRIOTT AV	12/01/05	1.80	ADDRESS QUESTIONS RE WORKERS COMPENSATION (0.7), KECP (0.4), HEALTH ADMINISTRATION (0.4), AND INDEMNIFICATION OF INDIVIDUALS (0.3).
HERRIOTT AV	12/02/05	2.10	ANSWER QUESTION RE POSTPETITION PAYMENTS TO RETIREES (0.6); EDIT PORTION OF 1113 BRIEF (1.3); ADDRESS WORKERS COMPENSATION ISSUE (0.2).
HERRIOTT AV	12/07/05	0.60	ADDRESS INDEMNIFICATION QUESTION (0.1); ARKANSAS CHILD SUPPORT ISSUE (0.1); AND PAYMENTS UNDER HUMAN CAPITAL MOTION (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	12/08/05	0.50	REVIEW INDEMNIFICATION QUESTIONS RAISED BY DELPHI (0.5).
HERRIOTT AV	12/09/05	0.10	ASSEMBLE KECP MATERIALS FOR DOCUMENT REQUEST (0.1).
HERRIOTT AV	12/13/05	1.80	ADDRESS ARKANSAS CHILD SUPPORT ISSUE (0.1); MEETING WITH D. SPRINGER, B. FERN, R. MEISLER, N. CAMPANARIO RE KECP HEARING STRATEGY (1.3); ANSWER QUESTION RE RETIREE BENEFITS (0.1); ANSWER BENEFITS ADMINISTRATOR QUESTIONS (0.3).
HERRIOTT AV	12/14/05	0.10	REPLY TO EMPLOYEE HEALTH INSURANCE QUESTION (0.1).
HERRIOTT AV	12/15/05	0.20	ANSWER KECP-RELATED QUESTION (0.1); RESPOND TO REQUEST OF EMPLOYEE HEALTH INSURANCE PROVIDER (0.1).
HERRIOTT AV	12/16/05	1.30	ANSWER QUESTIONS RE INDEMNIFICATION ISSUES (1.3).
HERRIOTT AV	12/19/05	0.60	ANALYZE CLAIM OF MOVANT PURPORTING TO BE AN EMPLOYEE (0.6).
HERRIOTT AV	12/20/05	1.20	ADDRESS DELPHI QUESTION RE ACTIONS TO BE TAKEN IN RESPONSE TO REFUSAL OF SUPPLIER OF SERVICES UNDER HUMAN CAPITAL ORDER TO CONTINUE PROVIDING SERVICES WITHOUT PAYMENT OF PREPETITION SERVICE FEES (1.0); DRAFT LETTER RE SAME (0.2).
HERRIOTT AV	12/21/05	0.50	FOLLOW UP ON ISSUE OF HUMAN CAPITAL SERVICE SUPPLIER TO FACILITATE MAILING OF LETTER TO COMPEL FURTHER SERVICE (0.5).
HERRIOTT AV	12/22/05	1.10	REVIEW KECP LETTER (1.1).
		<b>11.90</b>	
MACDONALD N	12/01/05	11.60	CONTINUE DRAFT OF OUTLINE FOR POSSIBLE DISCOVERY REQUESTS TO KECP OBJECTORS (2.5); REVIEW DOCUMENTS (0.5); CASE STATUS CONFERENCE AND DISCUSSION OF MATTERS RELATED THERETO (1.5); BEGIN DRAFT OF INTERROGATORIES AND REQUESTS FOR PRODUCTION TO OBJECTORS (5.4); TELECONFERENCES WITH CLIENT (1.7).
MACDONALD N	12/02/05	4.20	CONTINUE DRAFT OF REPLY TO KECP OBJECTIONS (4.2).
MACDONALD N	12/03/05	4.20	CONTINUE DRAFT OF INTERROGATORIES AND REQUESTS FOR PRODUCTION TO OBJECTORS (4.2).
MACDONALD N	12/04/05	3.50	BEGIN DRAFT OF REPLY TO KECP OBJECTIONS (1.1); LEGAL RESEARCH RELATED TO SAME (2.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MACDONALD N	12/05/05	6.70	CONTINUE DRAFT OF REPLY TO KECP OBJECTIONS (3.3); LEGAL RESEARCH RELATED TO SAME (1.8); COMPLETE DRAFTS OF DISCOVERY REQUESTS FOR OBJECTORS AND COVER LETTERS RELATED TO SAME (1.6).
MACDONALD N	12/06/05	11.40	CONTINUE DRAFT OF REPLY TO KECP OBJECTIONS (8.5); MEET AND CONFER TELECONFERENCE WITH COUNSEL FOR OBJECTORS (1.2); BEGIN PREPARATION OF MEETING MINUTES TO MEMORIALIZE DISCUSSIONS (0.4); MEET TO DISCUSS DISCOVERY PRODUCTION, WRITTEN RESPONSES, DOCUMENT PRODUCTION STATUS AND SCHEDULING (1.3).
MACDONALD N	12/07/05	11.90	CONTINUE DRAFT OF REPLY TO KECP OBJECTIONS (7.3); BEGIN DRAFT OF BAPCPA ARGUMENT (1.0); MEETINGS WITH CO-COUNSEL TO DISCUSS CASE STATUS / STRATEGY / ALLOCATION OF RESOURCES (2.1); DOCUMENT REVIEW RELATED TO SAME (1.5).
MACDONALD N	12/08/05	13.20	CONTINUE DRAFT AND REVISION OF BAPCPA ARGUMENT IN REPLY BRIEF (3.7); MEET WITH CO-COUNSEL TO COORDINATE ADDITIONAL RESEARCH AND DISCOVERY (1.3); CONTINUE DRAFT OF REPLY TO KECP OBJECTIONS; REVIEW DOCUMENTS AND PLEADINGS RELATED TO SAME (8.2).
MACDONALD N	12/09/05	11.40	CONTINUE DRAFT AND REVISION OF RESPONSE (5.9); MEET AND CONFER ABOUT SPECIFIC PROVISIONS OF THE BANKRUPTCY CODE AND THEIR APPLICABILITY, IF ANY, TO VARIOUS PROVISIONS OF THE KECP (1.4); CONTINUE DRAFT AND REVISION OF SECTIONS RE SPECIFIC PROVISIONS OF THE KECP (4.1).
MACDONALD N	12/10/05	7.60	DOCUMENT REVIEW IN CONNECTION WITH KECP REPLY AND DEPOSITION PREPARATION (7.6).
MACDONALD N	12/12/05	12.30	CONTINUE DOCUMENT REVIEW IN CONNECTION WITH KECP REPLY AND DEPOSITION PREPARATION (12.3).
MACDONALD N	12/13/05	7.50	CONTINUE DOCUMENT REVIEW IN CONNECTION WITH KECP REPLY AND DEPOSITION PREPARATION (6.4); MEET AND CONFER ABOUT MATTERS RELATED TO REVISED DISCOVERY SCHEDULING AND STRATEGY MATTERS (1.1).
MACDONALD N	12/14/05	9.50	CONTINUE DOCUMENT REVIEW IN CONNECTION WITH KECP REPLY AND DEPOSITION PREPARATION (8.8); REVIEW REPORT BY OBJECTORS' COMPENSATION EXPERT IN PREPARATION FOR DEPOSITIONS (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MACDONALD N	12/17/05	5.80	LEGAL RESEARCH ON PROCEDURAL AND SUBSTANTIVE MATTERS RELATED TO CHAPTER 11 HEARINGS (4.2); CONTINUE REVIEW OF RECENTLY PRODUCED DOCUMENTS (1.6).
MACDONALD N	12/19/05	10.30	BEGIN DRAFT OF DECLARATION IN SUPPORT OF KECP, AND REVIEW DOCUMENTS RELATED TO SAME (2.2); MEET AND CONFER ABOUT DISCOVERY AND PRODUCTION-RELATED MATTERS, LITIGATION STRATEGY AND CASE STATUS UPDATE (0.7); RESEARCH AND REVIEW VARIOUS POSITION PAPERS ISSUED BY OBJECTORS' ADVISORS (4.1); CONTINUE REVIEW OF KEY DOCUMENTS RELATED TO KECP AND OBJECTIONS THERETO (3.3).
MACDONALD N	12/20/05	9.20	MEET AND CONFER ABOUT DISCOVERY AND PRODUCTION-RELATED MATTERS, LITIGATION STRATEGY AND CASE STATUS UPDATE (1.1); REVIEW OBJECTIONS IN PREPARATION FOR TELECONFERENCE WITH OPPOSING COUNSEL, TELECONFERENCE WITH OPPOSING COUNSEL, AND DRAFT STIPULATION AND AGREEMENT IN CONNECTION WITH PENDING KECP MOTION AND HEARING (1.3); CONTINUE DRAFT OF DECLARATION IN SUPPORT OF KECP AND REVIEW DOCUMENTS RELATED TO SAME (6.8).
MACDONALD N	12/21/05	12.50	MEET AND CONFER ABOUT OBJECTORS' DISCOVERY-AND SCHEDULING-RELATED ISSUES (0.7); CONTINUE DRAFT OF DECLARATION IN SUPPORT OF KECP AND REVIEW DOCUMENTS RELATED TO SAME (11.8).
MACDONALD N	12/22/05	11.10	MEET AND CONFER WITH CONSULTANT/DECLARANT TO DISCUSS ASPECTS OF PROPOSED KECP AND ADOPTION PROCESS (3.4); CONTINUE DRAFT OF DECLARATION IN SUPPORT OF KECP AND REVIEW DOCUMENTS RELATED TO SAME (7.7).
MACDONALD N	12/23/05	7.50	CONTINUE DRAFT OF DECLARATION IN SUPPORT OF KECP AND REVIEW DOCUMENTS RELATED TO SAME (4.1); CONTINUE REVIEW OF STATEMENTS BY UCC'S COMPENSATION EXPERT RE ASPECTS OF EXECUTIVE COMPENSATION AND RESEARCH RELATED TO THE NON-HEARSAY ADMISSIBILITY OF SAME (3.4).
MACDONALD N	12/29/05	6.30	CONTINUE DRAFT OF OPIE DECLARATION (4.7); TELECONFERENCES WITH CO-COUNSEL RELATED TO CASE STATUS AND MATTERS RELATED TO DEBTOR'S DECLARATIONS IN SUPPORT OF KECP (0.6); REVIEW DOCUMENTS AND PLEADINGS RELATED TO SAME (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**177.70**

MEISLER RE	12/01/05	0.80	RESPOND TO HUMAN CAPITAL INQUIRIES (0.5); TELECONFERENCES WITH J. PAPELIAN RE INDEMNIFICATION (0.3).
MEISLER RE	12/02/05	0.40	TELECONFERENCE WITH D. PHILLIPS RE HUMAN CAPITAL INQUIRY (0.1); CONFERENCE WITH A. HERRIOTT RE RETIREE INQUIRIES (0.3).
MEISLER RE	12/13/05	1.10	PARTICIPATED IN INTERNAL KECP PLANNING MEETING (1.0); TELECONFERENCE WITH B. SAX RE SAME (0.1).
MEISLER RE	12/16/05	0.50	DRAFTED DESCRIPTION FOR D. SHERBIN RE KECP (0.5).
MEISLER RE	12/20/05	0.20	RESPOND TO INQUIRY RE INDEPENDENT CONTRACTORS AND APPLICATION OF THE HUMAN CAPITAL ORDER (0.2).
MEISLER RE	12/22/05	1.30	REVIEWED AND COMMENTED ON CORRESPONDENCE FROM COMPANY TO COMMITTEE CHAIR RE EXECUTIVE COMPENSATION (0.7); REVIEWED REVISED DRAFT RE SAME (0.3); TELECONFERENCES WITH D. ALEXANDER RE SAME (0.3).
MEISLER RE	12/26/05	0.70	REVIEWED LEAD PLAINTIFFS MOTION TO COMPEL DISCOVERY RE KECP (0.7).
MEISLER RE	12/30/05	4.60	PARTICIPATED ON SENIOR STRATEGY CALL (1.0); REVIEW AND COMMENT ON SCRIPT RE LEAD PLAINTIFFS' MOTION TO COMPEL DISCOVERY RE KECP (0.5); REVIEW AND COMMENT ON OBJECTION TO LEAD PLAINTIFFS' MOTION TO COMPEL DISCOVERY RE KECP (3.1).

**9.60**

SMITH-HALEY K	12/05/05	11.50	REVIEWING MOTION FOR ORDER UNDER SECTIONS 105 AND 363 AUTHORIZING THE DEBTORS TO IMPLEMENT A KEY EMPLOYEE COMPENSATION PROGRAM (1.1); REVIEWING REQUESTS FOR DOCUMENTS FROM THE CERTAIN UNIONS (1.5); DRAFTING CHART RE DOCUMENT PRODUCTION IN RESPONSE TO REQUESTS FOR DOCUMENTS FROM VARIOUS UNIONS (8.9).
SMITH-HALEY K	12/08/05	3.10	REVIEWING DOCUMENTS ON COMPENSATION POLICY (2.3); MEETING WITH N. CAMANARIO AND D. ALEXANDER RE DOCUMENT PRODUCTION (0.8).
SMITH-HALEY K	12/09/05	3.20	REVIEWING DOCUMENTS RELATED TO COMPENSATION (3.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SMITH-HALEY K	12/12/05	7.10	CONTINUING TO REVIEW DOCUMENTS FROM DELPHI IN RESPONSE TO REQUESTS FROM OBJECTORS TO THE KEY EMPLOYEE COMPENSATION AGREEMENT (7.1).
SMITH-HALEY K	12/13/05	7.80	CONTINUING TO REVIEW DOCUMENTS FROM DELPHI IN RESPONSE TO REQUESTS FROM OBJECTORS TO THE KEY EMPLOYEE COMPENSATION AGREEMENT (6.9); MEETING WITH D. ALEXANDER RE SAME (0.9).
SMITH-HALEY K	12/14/05	3.10	REVIEWING DOCUMENTS FROM DELPHI IN RESPONSE TO REQUESTS FROM OBJECTORS TO THE KEY EMPLOYEE COMPENSATION AGREEMENT (3.1).
SMITH-HALEY K	12/15/05	1.20	EDITING DEBTORS' RESPONSES TO THE IUE-CWA'S DISCOVERY REQUESTS RE KECP MOTION (1.2).
SMITH-HALEY K	12/19/05	5.20	CONTINUING TO REVIEW DOCUMENTS (5.2).
SMITH-HALEY K	12/21/05	1.90	CONTINUING TO REVIEW DOCUMENTS FROM DELPHI RESPONSIVE TO REQUESTS FROM OBJECTORS (1.9).
SMITH-HALEY K	12/22/05	2.90	CONTINUING TO REVIEW DELPHI DOCUMENTS RESPONSIVE TO OBJECTORS' REQUESTS (2.9).
SMITH-HALEY K	12/23/05	0.60	REVIEWING DOCUMENTS IN RESPONSE TO OBJECTORS' REQUEST FOR DOCUMENTS (0.3); REVIEWING DEBTORS' RESPONSES AND OBJECTIONS TO DISCOVERY REQUESTS (0.3).
		<b>47.60</b>	
<b>Total Associate</b>		<b>503.80</b>	
DEMMA J	12/01/05	4.10	PREPARE CASE LAW MATERIALS RE OBJECTIONS TO KECP MOTION (4.1).
DEMMA J	12/16/05	1.10	PREPARE OBJECTIONS RELATING TO KECP MOTION FOR ATTORNEY REVIEW (1.1).
		<b>5.20</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

JACOBSON SJ	12/12/05	12.20	ASSIST WITH ASSEMBLY OF DOCUMENT PRODUCTION (12.2) .
JACOBSON SJ	12/13/05	8.10	ASSIST WITH ASSEMBLY OF DOCUMENT PRODUCTION (8.1) .
JACOBSON SJ	12/20/05	6.40	ASSIST WITH ASSEMBLY OF DOCUMENT PRODUCTION (6.4) .
JACOBSON SJ	12/21/05	13.30	ASSIST WITH ASSEMBLY OF DOCUMENT PRODUCTION (13.3) .
JACOBSON SJ	12/27/05	6.60	ASSIST WITH ASSEMBLY OF DOCUMENT PRODUCTION (6.6) .
		<b>46.60</b>	
<b>Total Legal Assistant</b>		<b>51.80</b>	
<b>TOTAL TIME</b>		<b><u>690.60</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Employee Matters (General)**

**Bill Date: 01/31/06  
Bill Number: 1092991**

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	12/02/05	Copy Center, D	272.99
In-house Reproduction	12/02/05	Copy Center, D	1,021.37
In-house Reproduction	12/06/05	Copy Center, D	1,198.36
In-house Reproduction	12/09/05	Copy Center, D	95.70
In-house Reproduction	12/13/05	Copy Center, D	24.90
In-house Reproduction	12/16/05	Copy Center, D	2.60
In-house Reproduction	12/19/05	Copy Center, D	96.50
In-house Reproduction	12/20/05	Copy Center, D	223.89
In-house Reproduction	12/23/05	Copy Center, D	313.99
In-house Reproduction	12/27/05	Copy Center, D	5.70
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$3,256.00</b>
Telephone Expense	12/29/05	Telecommunications, D	24.61
Telephone Expense	12/29/05	Telecommunications, D	38.84
Telephone Expense	12/29/05	Telecommunications, D	5.55
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$69.00</b>
Non-standard/Outside Reproduction	12/30/05	24 Seven Discovere, L.L.C.	778.00
		<b>TOTAL NON-STANDARD/OUTSIDE REPRODUCTION</b>	<b>\$778.00</b>
Lexis/Nexis	12/02/05	Fern BM	156.67
Lexis/Nexis	12/04/05	Springer DE	61.20
Lexis/Nexis	12/07/05	Fern BM	29.67
Lexis/Nexis	12/08/05	Springer DE	238.27
Lexis/Nexis	12/17/05	Springer DE	435.29
Lexis/Nexis	12/19/05	Fern BM	40.80
Lexis/Nexis	12/21/05	Springer DE	149.34
Lexis/Nexis	12/22/05	Springer DE	116.08
Lexis/Nexis	12/24/05	Springer DE	85.68
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$1,313.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Westlaw	12/01/05	MacDonald N	23.80
Westlaw	12/04/05	MacDonald N	12.78
Westlaw	12/05/05	MacDonald N	578.72
Westlaw	12/08/05	MacDonald N	110.80
Westlaw	12/09/05	Guzzardo J	46.43
Westlaw	12/12/05	Guzzardo J	61.62
Westlaw	12/13/05	Guzzardo J	95.49
Westlaw	12/14/05	Qiu SX	419.58
Westlaw	12/15/05	Qiu SX	209.79
Westlaw	12/22/05	MacDonald N	55.41
Westlaw	12/26/05	Campanario ND	123.58
Westlaw	12/27/05	Guzzardo J	432.25
Westlaw	12/27/05	Smith-Haley K	369.20
Westlaw	12/27/05	Campanario ND	179.35
Westlaw	12/28/05	Guzzardo J	95.20
		<b>TOTAL WESTLAW</b>	<b>\$2,814.00</b>
Reproduction - color	12/11/05	Copy Center, D	11.60
Reproduction - color	12/11/05	Copy Center, D	23.21
Reproduction - color	12/11/05	Copy Center, D	19.68
Reproduction - color	12/11/05	Copy Center, D	1.51
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$56.00</b>
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	71.83
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	8.83
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	4.34
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	49.42
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	0.58
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$135.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Messengers/ Courier	12/02/05	Dist Serv/Mail/Page, D	46.19
Messengers/ Courier	12/02/05	Dist Serv/Mail/Page, D	46.19
Messengers/ Courier	12/02/05	Dist Serv/Mail/Page, D	37.17
Messengers/ Courier	12/06/05	Dist Serv/Mail/Page, D	24.68
Messengers/ Courier	12/06/05	Dist Serv/Mail/Page, D	21.42
Messengers/ Courier	12/15/05	Dist Serv/Mail/Page, D	24.68
Messengers/ Courier	12/15/05	Dist Serv/Mail/Page, D	15.31
Messengers/ Courier	12/15/05	Dist Serv/Mail/Page, D	15.31
Messengers/ Courier	12/23/05	Dist Serv/Mail/Page, D	16.55
Messengers/ Courier	12/23/05	Dist Serv/Mail/Page, D	19.95
Messengers/ Courier	12/23/05	Dist Serv/Mail/Page, D	16.55
<b>TOTAL MESSENGERS/ COURIER</b>			<b>\$284.00</b>
<b>TOTAL MATTER</b>			<b>\$8,705.00</b>

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)  
Employee Matters (General)

Bill Date: 02/28/06  
Bill Number: 1108418

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	01/02/06	0.60	CONTINUE TO OUTLINE DRAFT PAP LETTER ACKNOWLEDGMENT (0.5); EMAILS FROM/TO N. BUBNOVICH RE JANUARY 6TH KECP COMPENSATION ADVISORS MEETING IN NEW YORK CITY (0.1).
BUTLER, JR. J	01/03/06	0.80	EMAILS AND TELECONFERENCES RE BOOZ ALLEN (0.4); REVIEW KECP MATERIALS FROM N. BUBNOVICH (0.4).
BUTLER, JR. J	01/05/06	1.10	CONTINUE TO REVIEW KECP MATERIALS AND PREPARATION RE JANUARY 27TH HEARING (0.9); REVIEW AND REVISE KECP VOICEMAIL SCRIPT (0.2).
BUTLER, JR. J	01/06/06	2.10	PREPARE FOR (0.3) AND ATTEND (1.8) MEETING IN NEW YORK CITY WITH D. SHERBIN, S. CORCORAN, R. EISENBERG AND N. BUBNOVICH RE KECP AND PREPARATION FOR DEBTORS/UCC COMPENSATION ADVISORS MEETING WITH P. MAYER.
BUTLER, JR. J	01/07/06	0.80	REVIEW KECP MATERIALS AND OUTLINE PREPARATION FOR JANUARY 27TH HEARING (0.8).
BUTLER, JR. J	01/08/06	2.30	CONTINUE TO WORK ON KECP MATTERS IN PREPARATION FOR JANUARY 27TH HEARING (2.3).
BUTLER, JR. J	01/09/06	0.40	EMAILS FROM/TO B. SAX AND C. PICCININ RE JANUARY 27TH KECP HEARING MATTERS (0.4).
BUTLER, JR. J	01/12/06	0.20	REVIEW STATUS OF KECP OBJECTOR MEET AND CONFER TELECONFERENCE (0.2).
BUTLER, JR. J	01/14/06	2.60	CONTINUE TO PREPARE FOR JANUARY 27TH KECP HEARING INCLUDING REVIEW AND COMMENT ON AIP DISCOVERY AND DUE DILIGENCE MATTERS (1.9); REVIEW AND REVISE FORFEITURE AND CLAWBACK LANGUAGE (0.7).
BUTLER, JR. J	01/16/06	1.90	EMAILS FROM/TO B. SAX RE AIP MATTERS (0.2); CONTINUE TO PREPARE FOR JANUARY 27TH KECP HEARING INCLUDING REVIEW OF DRAFT DECLARATIONS (1.7).
BUTLER, JR. J	01/17/06	4.80	PREPARE FOR (0.4) AND PARTICIPATE IN (2.3) WORKING GROUP MEETING AT COMPANY WITH DELPHI, WYATT, FTI AND SKADDEN TEAM RE KECP MATTERS; PREPARE FOR (0.2) AND ATTEND (1.6) EXECUTIVE STRATEGY MEETING RE SAME; CONTINUE TO REVIEW AND REVISE PAP SAFE HARBOR PROVISIONS FOR R. ROSENBERG REVIEW (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	01/18/06	0.60	FINALIZE PAP SAFE HARBOR PROVISIONS FOR R. ROSENBERG REVIEW (0.6).
BUTLER, JR. J	01/19/06	1.30	CONTINUE TO REVIEW PAP SAFE HARBOR PROVISIONS WITH R. ROSENBERG (0.4); EMAILS TO STAKEHOLDERS RE ADJOURNMENT OF KECP HEARING TO FEBRUARY 10TH (0.3); REVIEW AND COMMENT ON PERFORMANCE MEASURES TERMSHEET FROM N. BUBNOVICH (0.6).
BUTLER, JR. J	01/22/06	1.10	CONTINUE TO PREPARE FOR FEBRUARY 10TH KECP HEARING INCLUDING REVIEW OF APPALOOSA MOTION TO COMPEL (0.7); REVIEW AND COMMENT ON AIP PROPOSAL TO UCC (0.4).
BUTLER, JR. J	01/23/06	0.60	CONTINUE TO PREPARE FOR FEBRUARY 10TH KECP HEARING INCLUDING REVIEW OF AIP PROPOSAL TO UCC WITH SENIOR MANAGEMENT AT COMPANY IN TROY (0.6).
BUTLER, JR. J	01/28/06	0.20	EMAILS TO/FROM R. ROSENBERG RE FEBRUARY 10TH KECP HEARING (0.2).
BUTLER, JR. J	01/31/06	0.90	CONTINUE TO PREPARE FOR FEBRUARY 10TH KECP HEARING INCLUDING REVIEW OF REVISED AIP LISTS AND DUE DILIGENCE MATERIALS (0.9).
		<b>22.30</b>	
MARAFIOTI KA	01/11/06	0.40	ANALYZE ISSUES RE SERVICE OF MOTION TO QUASH IN CONNECTION KECP (0.4).
MARAFIOTI KA	01/12/06	1.20	DEVELOP STRATEGY FOR KECP HEARING (0.6); REVIEWED KECP REPLY PAPERS (0.4); REVIEW KECP CORRESPONDENCE (0.2).
MARAFIOTI KA	01/20/06	0.60	CONSIDER ISSUE RE INTERPRETATION OF EMPLOYEE ORDER AND MOTION (0.4) AND CORRESPONDENCE RE SAME (0.2).
MARAFIOTI KA	01/27/06	0.40	TELECONFERENCE WITH S. CORCORAN RE KECP (0.1); ANALYZE KECP DISCOVERY ISSUES (0.3).
MARAFIOTI KA	01/31/06	0.10	REVIEWED CORRESPONDENCE RE KECP (0.1).
		<b>2.70</b>	
SPRINGER DE	01/03/06	1.10	DRAFT MESSAGE TO KECP OBJECTORS RE SHAPE OF HEARING AND MOTION (0.3); TELECONFERENCES WITH WORKING GROUP RE KECP DISCOVERY AND SUPPORTING DECLARATIONS (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SPRINGER DE	01/04/06	2.20	REVIEW PBGC PROPOSED LETTER RESTRICTION ON PROTECTIVE ORDER RE KECP MOTION (0.5); PREPARATION FOR AND PARTICIPATE IN PBGC MEET AND CONFER (0.5); ANALYZE POTENTIAL ARGUMENTS RE SCALP KECP DISCOVERY ISSUES (1.2).
SPRINGER DE	01/06/06	4.30	CONFERENCES WITH N. MACDONALD AND N. CAMPANARIO RE KECP DISCOVERY (0.6); REVISE MESSAGE TO OBJECTORS RE DISCOVERY (0.4); DRAFT REVISED DISCOVERY PROGRAM (0.8); ANALYZE POTENTIAL POSITIONS RE SCALP DISCOVERY ISSUES (0.2); OUTLINE DRAFT LETTER TO SCALP RE DISCOVERY REQUESTS (1.2); REVIEW AND REVISE KECP SUPPORTING DECLARATIONS (1.1).
SPRINGER DE	01/07/06	3.20	REVIEW AND REVISE WTC PROTECTIVE ORDER (0.6); CONFERENCE WITH J. BUTLER RE KECP DISCOVERY (0.6); REVIEW AND REVISE SUPPORTING KECP DECLARATION (1.3); DRAFT CORRESPONDENCE TO SCALP RE DISCOVERY ISSUES (0.7).
SPRINGER DE	01/09/06	5.30	REVIEW AND REVISE PBGC PROTECTIVE ORDER (0.3); REVIEW AND REVISE WTC PROTECTIVE ORDER, AND DRAFT MESSAGE TO MR. FOX RE SAME (0.7); REVIEW DOCUMENTATION RE SCALP DISCOVERY REQUEST (0.3); REVIEW INFORMATION RE PEARL MEYER INFORMATION REQUEST RE KECP (0.5); TELECONFERENCE WITH N. CAMPANARIO RE RESPONSE TO MEYER'S INFORMATION REQUESTS (0.5); TELECONFERENCES WITH N. BUBNOVICH RE CONFERENCE WITH PEARL MEYER AND HER REQUESTS FOR INFORMATION (1.0); DRAFT CORRESPONDENCE TO LEAD PLAINTIFFS RE REQUESTS AND MEET AND CONFER (1.4); REVIEW CORRESPONDENCE FROM SCALP RE MEET AND CONFER (0.6).
SPRINGER DE	01/10/06	3.40	DRAFT CORRESPONDENCE TO SCALP RE KECP DISCOVERY MEET AND CONFER (1.1); REVIEW AND REVISE PROPOSALS OF WTC RE PROTECTIVE ORDER (0.6); CONFERENCES WITH J. BUTLER RE REVISIONS TO SCALP DISCOVERY LETTER (1.1); FINALIZE AND SERVE SCALP DISCOVERY LETTER (0.6).
SPRINGER DE	01/11/06	2.70	DRAFT CORRESPONDENCE TO KECP OBJECTORS RE DISCOVERY PLAN AND HEARING (1.6); TELECONFERENCES WITH N. CAMPANARIO AND N. MACDONALD RE KECP DISCOVERY (0.5); FINALIZE WTC PROTECTIVE ORDER (0.6).
SPRINGER DE	01/12/06	1.50	PREPARATION FOR AND CONDUCT MEET AND CONFER WITH KECP OBJECTORS (1.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SPRINGER DE	01/14/06	2.70	TELECONFERENCE WITH J. PAPELIAN RE K. BUTLER DECLARATION (0.7); CONFERENCE WITH N. CAMPANARIO AND N. MACDONALD RE REVISIONS TO KECP SUPPORTING DECLARATIONS AND BRIEF (0.8); REVIEW AND REVISE KECP AIP PARTICIPANTS LIST (0.6); RESEARCH AND DRAFT LANGUAGE FOR CLAWBACK AND ESCROW PROVISIONS (0.6).
SPRINGER DE	01/15/06	0.90	REVIEW AND REVISE KECP AIP PARTICIPANTS LIST (0.3); REVIEW ARTICLE BY G. MORGENSEN RE DELPHI AND UAL KECP PLANS (0.6).
SPRINGER DE	01/16/06	7.70	REVIEW COMMENTS FROM J. PAPELIAN RE K. BUTLER DECLARATION (0.4); TELECONFERENCE WITH N. CAMPANARIO RE REVISED K. BUTLER DECLARATION (0.6); REVISE BUBNOVICH DECLARATION (1.1); REVIEW AND REVISE K. BUTLER DECLARATION (0.5); REVIEW AND REVISE M. WEBER DECLARATION (0.9); REVIEW AND REVISE J. OPIE DECLARATION (0.9); CONFERENCE WITH WORKING GROUP RE KECP MOTION (0.8); REVIEW AND REVISE OMNIBUS REPLY TO OBJECTIONS TO KECP MOTION (1.1); PREPARATION FOR KECP MEETING (0.7); DRAFT PROPOSED HOLDBACK AND ESCROW LANGUAGE (0.7).
SPRINGER DE	01/17/06	3.40	PREPARATION FOR KECP MEETING (0.6); REVIEW CORRESPONDENCE RE KECP DISCOVERY (0.5); CONFERENCE WITH KECP GROUP, K. BUTLER, M. WEBER, N. BUBNOVICH, B. SAX, AND J. BUTLER (1.6); REVISE KECP HOLDBACK AND ESCROW LANGUAGE (0.7).
SPRINGER DE	01/19/06	2.80	CONFERENCE WITH LITIGATION STAFF RE KECP MOTION DEVELOPMENTS (1.1); REVIEW REVISED TERM SHEET AND ASSOCIATED CORRESPONDENCE RE REVISED KECP (0.9); DRAFT APPALOOSA PROTECTIVE ORDER (0.5); DRAFT CORRESPONDENCE TO KECP OBJECTORS RE CHANGE OF HEARING (0.3).
SPRINGER DE	01/20/06	1.00	SENIOR STRATEGY TELECONFERENCE (1.0); REVISE PROTECTIVE ORDER RE DISCOVERY ON APPALOOSA MOTION FOR APPOINTMENT OF AN EQUITY COMMITTEE (0.8); REVIEW CASE AUTHORITY OF MOTION FOR APPOINTMENT OF EQUITY COMMITTEE (1.7); DRAFT DISCOVERY TO APPALOOSA (2.5); TELECONFERENCE WITH M. WEBER RE OPIE DECLARATION (0.5); DRAFT REVISIONS TO OPIE DECLARATION (0.5); CONFERENCE WITH D. SHIVAKUMAR RE LOSS CONTRACTS (0.5); ANALYZE LOSS CONTRACT AUTHORITIES (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SPRINGER DE	01/21/06	1.60	REVIEW LETTER FROM LEAD PLAINTIFF RE KECP DISCOVERY ISSUES (0.3); DRAFT REPLY TO SCALP LETTER (1.3).
SPRINGER DE	01/23/06	0.90	REVIEW AND REVISE LETTER TO COFFEY DISCOVERY MATTER (0.3); REVIEW TRANSCRIPT RE MOTION TO COMPEL ORDER (0.6).
SPRINGER DE	01/24/06	1.40	DRAFT LETTER TO COFFEY RE RESPONSE TO JANUARY 20 LETTER (0.6); REVISE ORDER ON LEAD PLAINTIFF'S MOTION TO COMPEL (0.3); REVISION OF LETTER TO COFFEY (0.2); REVISION OF ORDER (0.3).
SPRINGER DE	01/25/06	1.60	FINALIZE LETTER TO LEAD PLAINTIFFS RE RESPONSE TO COFFEY'S LETTER OF JAN. 20 (0.5); FINALIZE REVISED ORDER RE LEAD PLAINTIFF'S MOTION TO COMPEL (0.5); TELECONFERENCE WITH N. CAMPANARIO AND B. FERN RE KECP DISCOVERY AND MOTION (0.6).
SPRINGER DE	01/26/06	6.20	TELECONFERENCE WITH D. ALEXANDER RE KECP PROGRAM (0.5); TELECONFERENCE WITH M. BROUDE RE KECP PROGRAM (0.4); DRAFT AND SEND REPORT RE DISCUSSIONS WITH BROUDE RE KECP PROGRAM (0.6); CONFERENCE WITH N. MACDONALD RE PROGRESS ON KECP/LABOR TRANSFORMATION ANALYSIS (0.5); REVIEW AUTHORITIES RE LABOR TRANSFORMATION AND KECP ISSUES (0.7); REVISE KECP DISCOVERY PROGRAM AND DRAFT MESSAGES TO OBJECTORS RE SAME (1.1); CONFERENCE WITH WORKING GROUP RE KECP DISCOVERY PLAN AND DEVELOPMENTS (0.6); ANALYZE LEGAL AUTHORITY RE LABOR TRANSFORMATION/KECP ISSUES (0.5); REVIEW AND REVISE SUPPORTING DECLARATIONS ON KECP (1.3).
SPRINGER DE	01/27/06	5.50	TELECONFERENCE WITH M. WEBER RE KECP MOTION AND RELATED MATTERS (0.4); TELECONFERENCE WITH J. OPIE RE KECP MOTION, DECLARATION, AND RELATED MATTERS (0.6); TELECONFERENCE WITH K. BUTLER AND B. SAX RE MESSAGE TO OBJECTORS AND OTHER KECP-RELATED ISSUES (0.7); TELECONFERENCES WITH S. CORCORAN RE KECP DEPOSITIONS (0.5); DRAFT ANALYSIS OF NEED FOR DECLARATIONS AND DEPOSITIONS RE KECP MOTION (1.2); CONFERENCE WITH WORKING GROUP RE KECP MOTION (0.8); LEGAL RESEARCH RE KECP/LABOR TRANSFORMATION ISSUES (1.3).
SPRINGER DE	01/28/06	2.10	EDIT, RESEARCH, AND REVISE KECP/LABOR TRANSFORMATION MEMO (2.1).
SPRINGER DE	01/29/06	1.10	FINALIZE AND DISTRIBUTE KECP/LABOR TRANSFORMATION MEMO (1.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SPRINGER DE	01/30/06	6.20	REVIEW AND REVISE DECLARATIONS OF M. WEBER, K. BUTLER, AND N. BUBNOVICH (4.7); TELECONFERENCES WITH DECLARANTS (1.1); REVIEW AND REVISE MEMORANDUM RE KECP/LABOR TRANSFORMATION (0.4).
SPRINGER DE	01/31/06	3.80	DECLARATIONS OF M. WEBER (1.1); REVIEW DECLARATION OF K. BUTLER (0.8); REVISE DECLARATION OF J. OPIE (0.6); REVISE DECLARATION OF N. BUBNOVICH (1.3).
		72.60	
<b>Total Partner</b>		<b>97.60</b>	
MATZ TJ	01/06/06	1.10	REVIEWING MATERIALS RE ADVISORS COMPENSATION (0.4); FOLLOW UP WORK RE SAME (0.7).
MATZ TJ	01/10/06	1.00	CONTINUING WORK ON KECP DISCOVERY STIPULATION AND COURT APPROVAL PROCESS (0.8); CORRESPONDENCE RE SAME (0.2).
MATZ TJ	01/11/06	2.70	WORK ON MOTION TO QUASH SUBPOENAS AND MATZ AFFIDAVIT IN SUPPORT THEREOF (1.2); FINALIZING AND SWEARING MATZ AFFIDAVIT (0.3); FOLLOW UP RE SAME (0.2); TELECONFERENCE WITH CHAMBERS RE MOTION TO QUASH (0.2); WORK ON STIPULATION AND ORDER RE KECP DISCOVER (0.6); CORRESPONDENCE RE SAME (0.2).
MATZ TJ	01/12/06	1.30	REVIEWING AND COMMENTING ON SCRIPT/PROFFER RE KECP FOR JAN. 13 HEARING (0.5); GENERAL PREPARATION RE SAME (0.8).
MATZ TJ	01/18/06	0.50	REVIEW FINAL KECP DISCOVERY STIPULATION AND PROTECTIVE ORDER (0.3); TELECONFERENCE WITH CHAMBERS RE SUBMISSION OF SAME (0.2).
MATZ TJ	01/20/06	0.50	WORKING ON STIPULATIONS/PROTECTIVE ORDERS RE KECP (0.3); TELECONFERENCE WITH CHAMBERS RE SAME (0.2).
MATZ TJ	01/23/06	0.40	TELECONFERENCE WITH CHAMBERS RE PROTECTIVE ORDERS (0.2); FOLLOW UP CORRESPONDENCE RE SAME (0.2).
MATZ TJ	01/24/06	1.70	WORKING ON KECP ANNUAL INCENTIVE PLAN MOTION AND BUTLER DECLARATION (1.4); FOLLOW UP WORK RE DISCOVERY PROTECTIVE ORDERS (0.3).
MATZ TJ	01/25/06	0.70	WORK ON KECP DISCOVERY (0.3); REVIEW AND COMMENT ON DRAFT OF K. BUTLER DECLARATION (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	01/26/06	0.50	REVIEW FOR FILING KECP DISCOVERY ORDER (0.2); FOLLOW UP RE SAME AND REVISED KECP SCHEDULE (0.3).
MATZ TJ	01/27/06	0.40	CORRESPONDENCE RE KECP DISCOVERY ORDER (0.2); FOLLOW UP WORK RE SAME (0.2).
MATZ TJ	01/30/06	0.50	TELECONFERENCE FROM CHAMBERS RE REVISIONS TO THE KECP STIPULATIONS AND PROTECTIVE ORDERS (0.2); FOLLOW UP WORK RE SAME (0.3).
		<b>11.30</b>	
<b>Total Counsel</b>		<b>11.30</b>	
CAMPANARIO ND	01/02/06	0.30	TELECONFERENCE WITH WORKING GROUP RE KEY EMPLOYEE COMPENSATION PROGRAM (0.3).
CAMPANARIO ND	01/03/06	1.60	REVISE DECLARATION IN SUPPORT OF KEY EMPLOYEE COMPENSATION PROGRAM (1.2); TELECONFERENCES WITH D. ALEXANDER AND D. PETTYES RE DISCOVERY (0.2); TELECONFERENCE WITH R. TRUST, COUNSEL FOR JPMORGAN, RE OBJECTIONS TO KEY EMPLOYEE COMPENSATION PROGRAM (0.2).
CAMPANARIO ND	01/04/06	3.60	DRAFT PROPOSED ORDER DENYING LEAD PLAINTIFFS' MOTION TO COMPEL (0.2); TELECONFERENCE WITH D. SPRINGER AND PENSION BENEFIT GUARANTY CORPORATION RE PROTECTIVE ORDER (0.2); MEET AND CONFER WITH E. FOX, COUNSEL FOR WILMINGTON TRUST COMPANY, RE PROTECTIVE ORDER (0.7); REVIEW AND EDIT SCRIPT AND PROFFER FOR JAN. 5, 2006, OMNIBUS HEARING (2.5).
CAMPANARIO ND	01/05/06	1.40	REVIEW DOCUMENTS RELATED TO KEY EMPLOYEE COMPENSATION PROGRAM (1.0); TELECONFERENCE WITH WORKING GROUP RE OMNIBUS HEARING (0.4).
CAMPANARIO ND	01/06/06	6.50	REVIEW DOCUMENTS RE KEY EMPLOYEE COMPENSATION PROGRAM (2.6); TELECONFERENCE WITH D. ALEXANDER RE DISCOVERY (0.3); TELECONFERENCES WITH D. SPRINGER RE SAME (0.4); ANALYZE PROTECTIVE ORDER PROPOSED BY PENSION BENEFIT GUARANTY CORPORATION (0.7); TELECONFERENCE WITH R. TRUST, COUNSEL FOR JPMORGAN, RE OBJECTIONS TO KEY EMPLOYEE COMPENSATION PROGRAM (0.2); REVIEW TRANSCRIPT OF JANUARY 5, 2006, OMNIBUS HEARING (2.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

CAMPANARIO ND	01/09/06	7.20	ANALYZE PROTECTIVE ORDER PROPOSED BY WILMINGTON TRUST COMPANY (0.5); REVIEW PUBLIC FILINGS RE INTERNAL INVESTIGATION (1.5); TELECONFERENCE WITH D. SPRINGER AND B. SAX RE DISCOVERY (0.3); LEGAL RESEARCH RE MOTION TO QUASH LEAD PLAINTIFFS' SUBPOENAS (3.1); DRAFT SAME (1.8).
CAMPANARIO ND	01/10/06	5.30	REVISE MOTION FOR ENTRY OF PROTECTIVE ORDERS (1.0); ANALYZE OHIO STATE COURT SUBPOENA (0.7); TELECONFERENCE WITH E. FOX OF WILMINGTON TRUST COMPANY RE PROPOSED PROTECTIVE ORDER (0.3); REVIEW SAME (0.5); COMPLETE DRAFT OF MOTION TO QUASH LEAD PLAINTIFFS' SUBPOENAS (2.8).
CAMPANARIO ND	01/11/06	5.90	REVIEW CORRESPONDENCE RELATED TO MEET AND CONFER WITH LEAD PLAINTIFFS (0.5); MEET AND CONFER WITH LEAD PLAINTIFFS RE DISCOVERY AND CONFERENCE WITH N. MACDONALD AND B. FERN (0.9); REVIEW DOCUMENTS FOR PRODUCTION TO P. MEYER (1.5); REVISE MOTION TO QUASH LEAD PLAINTIFFS' SUBPOENAS (3.0).
CAMPANARIO ND	01/12/06	5.90	TELECONFERENCE WITH R. LANDY OF THE PENSION BENEFIT GUARANTY CORPORATION RE DISCOVERY SCHEDULE (0.1); TELECONFERENCE WITH E. FOX OF WILMINGTON TRUST COMPANY RE PROTECTIVE ORDER (0.1); REVISE SCRIPT FOR LEAD PLAINTIFFS' MOTION TO COMPEL AND DRAFT SCRIPT FOR DEBTORS' MOTION TO QUASH (3.8); PREPARE FOR MEET AND CONFER WITH KECP OBJECTORS (0.1); MEET AND CONFER WITH KECP OBJECTORS AND CONFERENCE WITH N. MACDONALD RE SAME (1.2); DRAFT PROPOSED ORDER RE MOTION TO QUASH (0.2); REVIEW SUPPLEMENTAL DECLARATIONS RE LEAD PLAINTIFFS' MOTION TO COMPEL (0.4).
CAMPANARIO ND	01/13/06	1.20	TELECONFERENCE WITH D. ALEXANDER RE DISCOVERY RELATED TO KEY EMPLOYEE COMPENSATION PROGRAM (0.3); REVIEW CORRESPONDENCE FROM LEAD PLAINTIFFS RE SAME (0.9).
CAMPANARIO ND	01/15/06	3.10	DRAFT DECLARATION IN SUPPORT OF KEY EMPLOYEE COMPENSATION PROGRAM (3.1).
CAMPANARIO ND	01/16/06	2.50	REVISE DECLARATION IN SUPPORT OF KEY EMPLOYEE COMPENSATION PROGRAM (0.5); REVIEW WILMINGTON TRUST COMPANY'S SUPPLEMENTAL DISCOVERY REQUESTS AND DRAFT RESPONSE (0.7); CONFERENCE WITH WORKING GROUP RE KEY EMPLOYEE COMPENSATION PROGRAM (0.6); REVIEW DOCUMENTS RE SAME TO PREPARE FOR DEPOSITIONS (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

CAMPANARIO ND	01/17/06	3.50	TELECONFERENCE WITH L. MATHEWS, COUNSEL FOR UNSECURED CREDITORS' COMMITTEE, RE DISCOVERY RELATED TO KEY EMPLOYEE COMPENSATION PROGRAM (0.1); REVISE DECLARATION IN SUPPORT OF KEY EMPLOYEE COMPENSATION PROGRAM (1.0); REVIEW TRANSCRIPT OF JAN. 13, 2006, HEARING (2.4).
CAMPANARIO ND	01/18/06	10.90	REVIEW DOCUMENTS RELATED TO KEY EMPLOYEE COMPENSATION PROGRAM TO PREPARE FOR DEPOSITIONS (10.7); TELECONFERENCE WITH D. PETTYES RE EMPLOYEE HEADCOUNT (0.2).
CAMPANARIO ND	01/19/06	4.80	REVIEW DOCUMENTS RELATED TO KEY EMPLOYEE COMPENSATION PROGRAM TO PREPARE FOR DEPOSITIONS (3.8); TELECONFERENCES WITH L. PETERSON, COUNSEL FOR STEELWORKERS UNION, RE DISCOVERY (0.3); CONFERENCE WITH WORKING GROUP RE KEY EMPLOYEE COMPENSATION PROGRAM (0.7).
CAMPANARIO ND	01/20/06	0.40	TELECONFERENCE WITH R. LANDY OF PENSION BENEFIT GUARANTY CORPORATION RE DEPOSITIONS (0.1); TELECONFERENCE WITH D. ALEXANDER RE DISCOVERY RELATED TO KEY EMPLOYEE COMPENSATION PROGRAM (0.3).
CAMPANARIO ND	01/24/06	4.70	TELECONFERENCE WITH WORKING GROUP RE DEPOSITIONS (0.5); REVISE LETTER TO LEAD PLAINTIFFS RE DISCOVERY AND PROPOSED ORDER RE LEAD PLAINTIFFS' MOTION TO COMPEL DISCOVERY (1.8); PREPARE STATEMENT RE PROTECTIVE ORDERS RELATED TO KEY EMPLOYEE COMPENSATION PROGRAM (0.5); REVISE DECLARATION IN SUPPORT OF KEY EMPLOYEE COMPENSATION PROGRAM (1.9).
CAMPANARIO ND	01/25/06	0.60	TELECONFERENCE WITH WORKING GROUP RE KEY EMPLOYEE COMPENSATION PROGRAM (0.3); TELECONFERENCE WITH D. ALEXANDER RE DISCOVERY RELATED TO SAME (0.2); TELECONFERENCE WITH L. PETERSON, COUNSEL FOR USW, RE SAME (0.1).
CAMPANARIO ND	01/26/06	5.60	REVISE DECLARATION IN SUPPORT OF KEY EMPLOYEE COMPENSATION PROGRAM IN LIGHT OF RECENT EVENTS (4.0); PREPARE EXHIBITS TO DECLARATION (1.2); TELECONFERENCE WITH D. ALEXANDER RE DISCOVERY (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

CAMPANARIO ND	01/27/06	4.10	REVIEW DOCUMENTS RELATED TO KEY EMPLOYEE COMPENSATION PROGRAM FOR PRODUCTION TO THE CREDITORS' COMMITTEE AND OBJECTORS (1.5); FORMULATE STRATEGY RE KEY EMPLOYEE COMPENSATION PROGRAM (2.4); TELECONFERENCE WITH R. LANDY OF PENSION BENEFIT GUARANTY CORPORATION RE DISCOVERY (0.2).
CAMPANARIO ND	01/30/06	6.40	REVIEW DOCUMENTS IN PREPARATION FOR M. WEBER'S DEPOSITION (1.9); REVISE PROTECTIVE ORDERS PER COURT'S INSTRUCTIONS (1.0); FORMULATE STRATEGY RE KEY EMPLOYEE COMPENSATION PROGRAM (0.5); REVISE DECLARATION IN SUPPORT OF KEY EMPLOYEE COMPENSATION PROGRAM IN LIGHT OF RECENT DEVELOPMENTS (3.0).
CAMPANARIO ND	01/31/06	6.50	PREPARE FOR DEPOSITIONS RE KEY EMPLOYEE COMPENSATION PROGRAM (6.3); TELECONFERENCE OF L. PETERSON, COUNSEL FOR USW, RE DISCOVERY (0.2).
		92.00	
DE ELIZALDE D	01/05/06	1.80	PREPARATION FOR OMNIBUS HEARING (1.8).
DE ELIZALDE D	01/09/06	1.20	OVERSEEING SERVICE OF KECP STIPULATION (1.2).
DE ELIZALDE D	01/11/06	0.80	REVIEWED AND REVISED MOTION TO QUASH SUBPOENAS RE KECP (0.8).
DE ELIZALDE D	01/20/06	0.50	REVIEWED KECP STIPULATIONS AND SENT THESE TO CHAMBERS, FOR THE COURT'S SIGNATURE (0.5).
		4.30	
FERN BM	01/02/06	0.60	FORMULATE STRATEGY RE KECP DISCOVERY PROCESS (0.4); REVIEWED CORRESPONDENCE TO OBJECTORS RE KECP (0.2).
FERN BM	01/03/06	7.30	DRAFTED PROFFERED TESTIMONY AND Q&A RE MOTION TO COMPEL KECP DISCOVERY (2.8); FORMULATE STRATEGY RE KECP AT 1/27 HEARING (0.6); DRAFTED REVISED BUBNOVICH DECLARATION TO REFLECT CHANGES TO KECP (1.1); REVISED SCRIPT TO KECP MOTION (0.3); REVISED SCRIPT TO MOTION TO COMPEL KECP DISCOVERY (2.1); ADDITIONAL REVISIONS TO SCRIPT FOR KECP MOTION (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FERN BM	01/04/06	4.70	REVISED SCRIPT RE MOTION TO COMPEL KECP DISCOVERY (0.7); REVIEWED DOCUMENTS RE SALARIED EMPLOYEES COMPENSATION (0.9); REVIEWED AND COMMENTED ON DRAFT OF OPIE DECLARATION (1.5); FORMULATE STRATEGY RE KECP DECLARATIONS (1.2); ANALYSIS OF EMPLOYEES COVERED UNDER KECP (0.4).
FERN BM	01/05/06	7.70	REVIEWED WEBER DECLARATION (1.2); TELECONFERENCE WITH N. BUBNOVICH RE ANNUAL INCENTIVE PLAN (0.2); ANALYSIS OF ISSUES RE ANNUAL INCENTIVE PLAN (1.3); REVISED BUBNOVICH DECLARATION (3.2); FORMULATE STRATEGY RE KECP DISCOVERY (1.4); SUMMARY OF ISSUES RE SCOPE OF THE KECP (0.4).
FERN BM	01/06/06	7.60	REVIEWED AND REVISED BUBNOVICH DECLARATION (1.6); REVIEWED AND COMMENTED ON WEBER DECLARATION (1.2); REVIEWED AND COMMENTED ON OPIE DECLARATION (1.7); REVIEWED 1/5 TRANSCRIPT RE KECP DISCOVERY (0.4); FORMULATE STRATEGY AND ANALYSIS OF KECP NEGOTIATIONS AND PLEADINGS (1.9); ADDITIONAL REVISIONS TO BUBNOVICH DECLARATION (0.8).
FERN BM	01/08/06	1.30	ANALYSIS OF ISSUES RE KECP DISCOVERY PROGRAM (1.3).
FERN BM	01/09/06	6.30	REVISED BUBNOVICH DECLARATION (2.6); REVIEWED TRANSCRIPT RE LEAD PLAINTIFFS' MOTION TO COMPEL KECP DISCOVERY (0.3); ANALYSIS OF KECP OBJECTIONS RE ANNUAL INCENTIVE PLAN (0.3); REVIEWED KECP-RELATED DOCUMENTS IN PREPARATION FOR 1/27 HEARING (3.1).
FERN BM	01/10/06	6.10	REVIEWED AND COMMENTED ON PROPOSED CHANGES TO KECP DISCOVERY SCHEDULE (0.3); ATTENTION TO ISSUES RE 1/13 HEARING ON KECP DISCOVERY (0.7); REVIEWED DOCUMENTS RE INTERNAL ACCOUNTING INVESTIGATION (4.1); REVIEWED AND ANALYZED CORRESPONDENCE FROM J. COFFEY RE KECP DISCOVERY (0.4); ADDITIONAL ATTENTION TO ISSUES IN PREPARATION FOR THE 1/13 KECP DISCOVERY HEARING (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FERN BM	01/11/06	8.10	REVIEWED AND ANALYZED LEAD PLAINTIFFS' KECP DISCOVERY RESPONSES (0.6); REVIEWED CORRESPONDENCE TO LEAD PLAINTIFF RE MEET AND CONFER (0.3); ATTENTION TO DOCUMENTS IN PREPARATION FOR MEET AND CONFER WITH LEAD PLAINTIFF (0.7); ATTENDED MEET AND CONFER RE KECP DISCOVERY (0.6); FORMULATE STRATEGY RE 1/13 HEARING (0.8); DRAFTED SCRIPT FOR KECP DISCOVERY HEARING (3.7); COMPLETED DRAFT OF KECP SCRIPT FOR 1/13 HEARING (1.4).
FERN BM	01/13/06	7.60	REVIEWED MOTION TO QUASH LEAD PLAINTIFFS' KECP SUBPOENAS (0.3); REVIEWED COFFEY'S SUPPLEMENTAL DECLARATION (0.4); REVIEWED DEBTORS' REPORT ON MEET AND CONFER (0.2); FORMULATE STRATEGY RE 1/27 HEARING (1.7); REVIEWED AND ORGANIZED DOCUMENTS RE LEAD PLAINTIFFS' POSITION ON KECP (0.8); REVIEWED DELPHI'S PUBLIC FILINGS RE INTERNAL INVESTIGATION (0.7); REVIEWED KECP DOCUMENTS IN PREPARATION FOR 1/27 HEARING (3.5).
FERN BM	01/16/06	6.60	REVIEWED DATA RE BENCHMARKING EXECUTIVE COMPENSATION (0.7); REVISED BUBNOVICH DECLARATION (2.7); TELECONFERENCE WITH N. BUBNOVICH RE STATUS OF KECP NEGOTIATIONS AND ATTENTION TO FILE RE SAME (0.4); FORMULATE STRATEGY RE KECP HEARING (0.9); REVIEWED AND COMMENTED ON OPIE DECLARATION (1.2); BEGAN REVIEW OF DRAFT RESPONSE TO KECP OBJECTIONS (0.7).
FERN BM	01/17/06	8.80	CONTINUED REVIEWING DRAFT OF KECP REPLY (0.8); REVIEWED AND ANALYZED TRANSCRIPT OF BRUST DEPOSITION (2.1); REVIEWED 1/13 TRANSCRIPT ON THE KECP DISCOVERY MOTION AND DOCUMENTED FILE (1.1); REVIEWED AND CATALOGUED DOCUMENTS IN PREPARATION FOR BUBNOVICH DEPOSITION (1.4); DRAFTED PRESENTATION SLIDES RE KECP (1.3); ATTENTION TO ISSUES IN PREPARATION FOR KECP DEPOSITIONS (0.8); FORMULATE STRATEGY RE 1/27 KECP HEARING (0.7); COMPLETED DRAFT OF KECP SLIDES (0.6).
FERN BM	01/18/06	6.40	REVISED KECP PRESENTATION SLIDES (0.7); REVIEWED DRAFT OF RULE 11 LETTER TO LEAD PLAINTIFFS (0.3); REVISED BUBNOVICH DECLARATION (1.2); REVIEWED DOCUMENTS FOR RELEVANCE IN PREPARATION FOR KECP DEPOSITION (3.7); ANALYSIS OF TARGET EBITDAR ISSUES (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FERN BM	01/19/06	9.30	ADDITIONAL REVIEW OF KECP DOCUMENTS IN PREPARATION FOR KECP DEPOSITIONS (4.7); FORMULATE STRATEGY RE KECP HEARING (1.1); REVIEWED 1/13 TRANSCRIPT RE EVIDENCE (0.5); DRAFTED INDEX OF RELEVANT KECP DOCUMENTS (1.8); REVISED BUBNOVICH DECLARATION (0.6); ADDITIONAL REVIEW OF 1/13 TRANSCRIPT RE KECP DISCOVERY (0.6).
FERN BM	01/20/06	7.40	COMPLETED TABLE OF RELEVANT KECP DOCUMENTS (3.6); DRAFTED SUMMARY INDEX OF BUBNOVICH EMAILS (3.8).
FERN BM	01/22/06	2.20	ATTENTION TO ISSUES RE OUTSTANDING KECP DISCOVERY (0.7); REVIEWED PROPOSED DISCOVERY SCHEDULE (0.3); REVIEWED RESEARCH RE EXECUTIVE COMPENSATION (1.2).
FERN BM	01/23/06	10.60	REVIEWED LEAD PLAINTIFFS' NOTICE OF APPEAL AND STATEMENT OF APPEAL (0.4); FORMULATE STRATEGY RE KECP DECLARATIONS (1.3); REVIEWED DOCUMENTS RE DEVELOPMENT OF KECP (3.1); REVISED BUBNOVICH DECLARATION (2.8); ADDITIONAL REVISIONS TO BUBNOVICH DECLARATION (0.7); REVIEWED AND COMMENTED ON OMNIBUS RESPONSE TO KECP OBJECTION (0.6); REVIEWED KECP DOCUMENTS FOR RELEVANCE (1.7).
FERN BM	01/24/06	8.70	REVIEWED STIPULATION AND PROTECTIVE ORDER BETWEEN PBGC AND DEBTORS (0.2); TELECONFERENCE WITH A. LAURIE RE PROTECTIVE ORDER (0.2); REVISED OMNIBUS RESPONSE TO KECP OBJECTION (4.4); REVIEWED AND REVISED SUMMARY STATEMENT RE KECP PROTECTIVE ORDER (0.8); ADDITIONAL COMMENTS TO OMNIBUS KECP REPLY (2.5); CORRESPONDENCE WITH A. LAURIE RE KECP PROTECTIVE ORDER (0.2); REVIEWED AND COMMENTED ON K. BUTLER DECLARATION (0.4).
FERN BM	01/25/06	7.30	REVIEWED CORRESPONDENCE TO J. COFFEY RE KECP DISCOVERY (0.3); RESEARCH RE PERFORMANCE BONUS (1.9); ATTENTION TO ISSUES RE KECP REPLY (0.8); CORRESPONDENCE FROM L. PETERSON RE KECP DISCOVERY (0.2); FORMULATE STRATEGY RE KECP HEARING (1.5); REVISED PRESENTATION SLIDES RE KECP (0.7); REVIEWED PROPOSED ORDER RE KECP DISCOVERY (0.3); REVIEWED DOCUMENTS RE COMPETITIVE BENCHMARKS (0.6); ANALYSIS OF ISSUES RE SAME (0.5); REVIEWED AND COMMENTED ON SUMMARY MEMO RE EQUALITY OF SACRIFICE (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FERN BM	01/26/06	8.40	REVIEWED AND ORGANIZED DOCUMENTS RELIED ON IN BUBNOVICH DECLARATION (3.5); DRAFTED SUMMARY OF DOCUMENTS RELEVANT FOR DECLARATIONS (0.8); FORMULATE STRATEGY RE KECP HEARING (1.6); TELECONFERENCE WITH D. ALEXANDER RE ANNUAL INCENTIVE PLAN (0.2); ANALYSIS OF ISSUES RE PREPETITION PERFORMANCE AND AIP (0.9); ADDITIONAL TELECONFERENCE WITH D. ALEXANDER RE KECP STRATEGY (0.6); REVIEWED OMNIBUS RESPONSE TO KECP OBJECTION FOR OVERALL STRATEGY (0.8).
FERN BM	01/27/06	7.40	REVIEWED WEBER DECLARATION (0.5); REVIEWED DOCUMENTS IN PREPARATION FOR BUBNOVICH DEPOSITION (2.1); FORMULATE STRATEGY RE KECP HEARING (1.4); ATTENTION TO DOCUMENTS IN PREPARATION FOR KECP DEPOSITIONS (3.1); OUTLINED ISSUES RE DISCOVERY SCHEDULE (0.3).
FERN BM	01/31/06	0.90	REVIEW DOCUMENTS AND CORRESPONDENCE RE STATUS OF KECP HEARING (0.3); REVIEW DOCUMENTS IN PREPARATION FOR KECP DEPOSITIONS (0.6).
		141.30	
GUZZARDO J	01/03/06	0.40	REVIEW OF LEGAL RESEARCH AND MATERIALS RE PROPOSED MOTION TO COMPEL (0.4).
GUZZARDO J	01/04/06	0.50	REVIEW OF OBJECTION TO MOTION TO COMPEL (0.5).
GUZZARDO J	01/05/06	1.50	LEGAL RESEARCH RE KECP DISCOVERY OPTIONS. (1.5).
GUZZARDO J	01/06/06	1.50	LEGAL RESEARCH RE KECP MOTION. (1.5).
GUZZARDO J	01/10/06	5.20	RESEARCHED PROCEDURE FOR ENTERING STIPULATED AGREED ORDERS ON AN EXPEDITED BASIS (3.9); RESEARCHED PROCEDURE FOR ENTERING MOTION TO QUASH SUBPOENA ON AN EXPEDITED BASIS (1.3).
GUZZARDO J	01/11/06	9.40	PREPARATION FOR MEET AND CONFER TELECONFERENCE WITH LEAD PLAINTIFFS AND FOLLOW UP (2.0); KECP DOCUMENT REVIEW (7.4).
GUZZARDO J	01/12/06	7.80	LEAD PLAINTIFF DOCUMENT REVIEW AND REVIEW OF MOTION TO QUASH (3.2); PREPARATION FOR, ATTENDANCE OF, AND FOLLOW UP FOR KECP DISCOVERY MEET AND CONFER (1.2); RESEARCH AND DRAFTING OF PROPOSED RULE 11 LETTER (3.4).
GUZZARDO J	01/13/06	3.60	RESEARCH AND DRAFTING OF PROPOSED RULE 11 LETTER (3.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

GUZZARDO J	01/14/06	2.60	CONFER AND STRATEGIZE RE ORDINARY COURSE OF BUSINESS STANDARD OF REVIEW. (0.5); RESEARCH AND DRAFTING OF PROPOSED RULE 11 LETTER (2.1).
GUZZARDO J	01/15/06	1.50	LEGAL RESEARCH RE STANDARD OF REVIEW FOR ORDINARY COURSE OF BUSINESS TRANSACTION (1.5).
GUZZARDO J	01/16/06	6.40	LEGAL RESEARCH OF ORDINARY COURSE OF BUSINESS STANDARD IN RELATION TO KECP LITIGATION (4.7); ADMINISTRATION OF KECP DISCOVERY DOCUMENTS (0.7); RESEARCH AND REVIEW OF DECLARATIONS FOR KECP MOTION (1.0).
GUZZARDO J	01/17/06	3.00	RESEARCH AND REVIEW OF KECP DOCUMENTS AND MATERIALS AND DISCOVERY DOCUMENT ADMINISTRATION (3.0).
GUZZARDO J	01/18/06	6.10	LEGAL RESEARCH RE KECP OBJECTIONS AND CONTRACT REJECTION RESEARCH (6.1).
GUZZARDO J	01/19/06	3.20	KECP HEARING DOCUMENT AND DECLARATION REVIEW (3.2).
GUZZARDO J	01/20/06	1.30	KECP DISCOVERY DOCUMENT REVIEW AND ADMINISTRATION IN PREPARATION FOR DEPOSITIONS AND DECLARATIONS (1.3).
GUZZARDO J	01/23/06	0.50	KECP DISCOVERY DOCUMENT REVIEW AND ADMINISTRATION (0.5).
GUZZARDO J	01/24/06	1.00	KECP DECLARATIONS AND DISCOVERY/DOCUMENT REVIEW (1.0).
GUZZARDO J	01/25/06	0.20	KECP DISCOVERY ADMINISTRATION (0.2).
GUZZARDO J	01/27/06	5.60	DOCUMENT REVIEW AND DISCOVERY ADMINISTRATION FOR KECP LITIGATION AND EQUITY COMMITTEE MOTION (5.6).
GUZZARDO J	01/31/06	2.20	CONTINUED KECP DOCUMENT REVIEW AND DISCOVERY ADMINISTRATION IN PREPARATION FOR DEPOSITIONS (2.2).
		63.50	
HERRIOTT AV	01/04/06	1.10	REVIEW FIRST DAY AUTHORITY RE INDEMNIFICATION AND RESPONSE TO RELATED QUESTION BY J. PAPELIAN (0.6); ADDRESS QUESTION OF P. CHANDA RE INDEMNIFICATION CAP (0.5).
HERRIOTT AV	01/06/06	0.50	CONFER WITH P. CHANDA RE INDEMNIFICATION (0.2); REVIEW KECP ISSUES (0.3).
HERRIOTT AV	01/10/06	1.60	REVIEW AND COMMENT ON PROTECTIVE ORDER FOR KECP PURPOSES (1.6).
HERRIOTT AV	01/11/06	0.40	RESPOND TO EMPLOYEE-RELATED QUESTIONS FROM THIRD PARTIES (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	01/12/06	2.40	CONDUCT HEARING PREPARATION FOR HEARING RE DISCOVERY OF MATERIALS RELATED TO KECP (2.1); ADDRESS 401(K) PLAN QUESTION (0.3).
HERRIOTT AV	01/13/06	0.40	RESPOND TO QUESTION RE INDEMNIFICATION (0.1); FOLLOW UP ON MATTERS RELATED TO KECP (0.3).
HERRIOTT AV	01/19/06	1.20	CONTINUE REVIEW OF GM VOUCHER ISSUE (1.2).
HERRIOTT AV	01/23/06	0.40	REVIEW TRANSCRIPT OF KECP DISCOVERY HEARING (0.4).
HERRIOTT AV	01/24/06	0.60	CONFERENCE WITH B. TELGEN AND K. SCHAEFER RE EMPLOYEE RELOCATION ISSUE (0.3); RESEARCH RE SAME (0.3).
HERRIOTT AV	01/25/06	1.10	CONFERENCE WITH D. PARSHAL RE EMPLOYEE RELOCATION ISSUE (0.2); FOLLOW UP RESEARCH RE SAME (0.6); CONFERENCE WITH C. BRANSON RE MOBILEARIA EMPLOYEE PAYMENTS (0.3).
HERRIOTT AV	01/26/06	1.40	REVIEW AND RESEARCH EMPLOYEE ISSUE RE MOBILEARIA (1.2); RESPOND TO QUESTIONS RE UK PENSION PLANS (0.2).
HERRIOTT AV	01/27/06	0.10	FOLLOW UP RE MOBILEARIA EMPLOYEE QUESTION (0.1).
		11.20	
MACDONALD N	01/02/06	6.30	CONTINUE DRAFT OF OPIE DECLARATION (4.7); TELECONFERENCES WITH CO-COUNSEL RELATED TO CASE STATUS AND MATTERS RELATED TO DEBTORS' DECLARATIONS IN SUPPORT OF KECP (0.6); REVIEW DOCUMENTS AND PLEADINGS RELATED TO SAME (1.0).
MACDONALD N	01/03/06	10.40	CONTINUE REVISIONS OF OF OPIE DECLARATION CONCERNING PREPETITION EVENTS AND DEBTOR'S PREPETITION COMPENSATION PROGRAM (3.9); REVIEW DOCUMENTS RELATED TO SAME (1.4); REVIEW DEBTORS' KECP MOTION AND RELATED COURT FILINGS AND EXHIBITS IN CONNECTION WITH REVISION OF OPIE DECLARATION (3.4); LEGAL RESEARCH AND DOCUMENT REVIEW RELATED TO SAME (1.7).
MACDONALD N	01/05/06	4.00	REVIEW DRAFTS OF PROPOSED DECLARATIONS IN SUPPORT OF KECP (1.2); TELECONFERENCE WITH CLIENT RE ASPECTS OF PRE AND POST PETITION EXECUTIVE COMPENSATION PLANS (2.1); TELECONFERENCE WITH CO-COUNSEL TO DISCUSS MATTERS RELATED TO CASE STATUS AND PENDING FILINGS (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MACDONALD N	01/06/06	10.60	CONTINUE REVIEW OF NEWLY-PRODUCED DOCUMENTS, TRANSCRIPTS AND RESPONSES TO REQUESTS FOR DISCOVERY (4.3); CONTINUE REVISION OF OPIE DECLARATION DRAFT IN SUPPORT OF KECP (6.3).
MACDONALD N	01/07/06	2.50	CONTINUE REVIEW OF NEWLY-PRODUCED DOCUMENTS, TRANSCRIPTS AND RESPONSES TO REQUESTS FOR DISCOVERY (1.4); CONTINUE REVISION OF OPIE DECLARATION DRAFT CONCERNING EQUITABLE REMEDIES IN SUPPORT OF KECP (1.1).
MACDONALD N	01/09/06	5.10	REVIEW OBJECTIONS PERTAINING TO AIP AND DRAFT SUMMARY OF SPECIFIC OBJECTIONS AND ISSUES FOR CONSIDERATION BY COMPENSATION CONSULTANTS (3.9); CONTINUE REVIEW OF OBJECTORS' NEWLY-PRODUCED DISCOVERY DOCUMENTS IN PREPARATION FOR KECP HEARING (1.2).
MACDONALD N	01/11/06	7.50	REVIEW DOCUMENTS PRODUCED BY OBJECTORS TO KECP (6.6); PARTICIPATE IN MEET AND CONFER WITH OBJECTORS' COUNSEL RE MATTERS RELATED TO PENDING KECP HEARING AND PARTICIPATE IN POST-TELECONFERENCE DISCUSSION ABOUT DOCUMENT PRODUCTION, DRAFT MOTIONS, AND MATTERS RELATED THERETO (0.9).
MACDONALD N	01/12/06	10.60	CONTINUE REVIEW OF DOCUMENTS PRODUCED BY OBJECTORS TO KECP IN PREPARATION FOR KECP DISCOVERY HEARING, AND PREPARE DISCOVERY AND KECP HEARING MATERIALS BASED ON SAME (9.4); MEET AND CONFER TELECONFERENCE WITH KECP OBJECTORS (1.2).
MACDONALD N	01/13/06	6.60	CONTINUE REVIEW OF DOCUMENTS PRODUCED BY OBJECTORS TO KECP IN PREPARATION FOR KECP HEARING, AND CONTINUE PREPARATION OF KECP HEARING AND DEPOSITION MATERIALS BASED ON SAME (6.6).
MACDONALD N	01/14/06	1.80	MEET AND CONFER WITH CO-COUNSEL RE KECP DISCOVERY HEARING, CASE STRATEGY AND PRE-HEARING PRODUCTION AND DEPOSITION MATTERS (0.7); BEGIN DRAFT OF BUTLER DECLARATION (0.4); BEGIN REVISION OF DRAFT OF SCALP DISCOVERY LETTER (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MACDONALD N	01/16/06	9.20	COMPLETE REVISION OF OPIE DRAFT (1.7); COMPLETE REVIEW OF BUBNOVICH AND BUTLER DECLARATIONS (1.4); CONTINUE REVISION OF DRAFT SCALP DISCOVERY LETTER AND CONDUCT LEGAL RESEARCH AND DOCUMENT REVIEW RELATED TO SAME (5.4); MEET AND CONFER WITH CO-COUNSEL TO DISCUSS MATTERS RELATED TO FORTHCOMING DEPOSITIONS, DECLARATIONS AND PREPARATION FOR SAME (0.7).
MACDONALD N	01/17/06	3.70	CONTINUE DRAFT OF PROPOSED RULE 11 LETTER (1.3); REVIEW D&T RETENTION AND KECP DISCOVERY HEARINGS TRANSCRIPT AND REVIEW DOCUMENTS RELATED TO SAME (2.4).
MACDONALD N	01/18/06	2.80	CONTINUE REVIEW OF 1/13 KECP DISCOVERY HEARING MATERIALS; REVIEW DOCUMENTS RELATED TO SAME (2.8).
MACDONALD N	01/19/06	8.50	CONTINUE REVIEW OF 1/13 KECP DISCOVERY HEARING MATERIALS, REVIEW DOCUMENTS RELATED TO SAME (0.4); REVISE AND HARMONIZE OPIE DECLARATION IN LIGHT OF CLIENT AND EXPERT WITNESS INPUT, LEGAL RESEARCH AND REVIEW DOCUMENTS RELATED TO SAME (7.5); MEET AND CONFER WITH CO-COUNSEL RE STATUS OF DISCOVERY MATTERS AND HEARING-RELATED MATTERS (0.6).
MACDONALD N	01/20/06	1.30	CONTINUE TO REVIEW AND HARMONIZE OPIE DECLARATION IN LIGHT OF CLIENT AND WITNESS INPUT (1.1); LEGAL RESEARCH AND REVIEW OF DOCUMENTS RELATED TO SAME (0.2).
MACDONALD N	01/23/06	9.70	REVIEW AND REVISE DRAFT OF RESPONSES TO KECP OBJECTIONS, DOCUMENT AND DECLARATION REVIEW RELATED TO SAME (9.7).
MACDONALD N	01/24/06	10.70	CONTINUE REVIEW AND REVISION OF DRAFT RESPONSE TO KECP OBJECTIONS AND DECLARATIONS IN SUPPORT THEREOF, DOCUMENT AND DECLARATION REVIEW RELATED TO SAME (9.9); LEGAL RESEARCH RELATED TO KEY EMPLOYEE COMPENSATION PROGRAMS IN UNION CASES (0.8).
MACDONALD N	01/26/06	0.70	MEET AND CONFER ABOUT STATUS OF KECP NEGOTIATIONS BETWEEN UCC AND DEBTOR (0.7).
MACDONALD N	01/30/06	6.70	MEET AND CONFER ABOUT MATTERS RELATED TO PENDING KECP HEARING AND STATUS OF DISCUSSIONS BETWEEN DEBTORS AND THE UCC (0.5); CONTINUE REVISION OF DECLARATIONS AND RESPONSE TO KECP OBJECTIONS (6.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MACDONALD N	01/31/06	7.40	CONTINUE REVISION OF DECLARATIONS AND RESPONSE TO KECP OBJECTIONS, TELECONFERENCES WITH DECLARANT IN CONNECTION THEREWITH, REVIEW DOCUMENTS RELATED TO SAME (7.4).
		126.10	
MEISLER RE	01/04/06	0.40	TELECONFERENCE WITH R. MARINO RE BOOZ ALLEN (0.4).
MEISLER RE	01/06/06	0.90	TELECONFERENCE WITH J. SHEEHAN RE BOOZ ALLEN (0.2); TELECONFERENCE WITH R. MARINO RE SAME (0.1); ATTENTION TO KECP MATTERS IN PREPARATION FOR JANUARY 27 HEARING RE SHARING OF INFORMATION (0.6).
MEISLER RE	01/19/06	4.10	TELECONFERENCE WITH J. SHEEHAN, S. CORCORAN, B. JACKSON, J. MCGRAFF, J. MICHIKOWSKI, S. BIANCO RE BOOZ ALLEN (0.7); TELECONFERENCE WITH D. ALEXANDER RE KECP (0.3); CONTINUED TO REVIEW KECP MATTERS (0.3); REVIEW EMAIL CORRESPONDENCE RE GM VOUCHERS FOR RETIREES (0.2); REVIEWED RELEVANT PLEADINGS AND ANALYZED SAME (2.3); TELECONFERENCE WITH K. COBB AND S. GALE RE SAME (0.2); TELECONFERENCE WITH B. SAX RE SAME (0.1).
MEISLER RE	01/20/06	1.00	CONTINUED ANALYSIS OF GM VOUCHERS (0.7); CONFERENCE WITH C. GROSS AND D. PHILLIPS RE SAME (0.3).
MEISLER RE	01/25/06	0.80	CONFERENCE WITH J. SHEEHAN RE BOOZ ALLEN (0.2); CONFERENCE WITH B. SAX RE HUMAN CAPITAL (0.3); FOLLOW-UP ON SAME (0.3).
		7.20	
MICHELI MJ	01/04/06	2.10	BEGAN REVIEW OF LEAD PLAINTIFF RELATED PLEADINGS IN CONNECTION WITH KECP RE HEARING PREPARATION (1.3); BEGAN REVIEW OF LEAD PLAINTIFF RELATED PLEADINGS IN CONNECTION WITH DELOITTE AND TOUCHE RETENTION RE HEARING PREPARATION (0.8).
MICHELI MJ	01/05/06	1.20	CONTINUED REVIEW OF LEAD PLAINTIFFS PLEADINGS ON THE KECP IN PREPARATION FOR HEARING ON THE MATTER (1.2).
MICHELI MJ	01/10/06	0.70	BEGAN REVIEW OF PROTECTIVE ORDER FOR KECP DISCOVERY (0.2); TELECONFERENCE WITH D. PARSHALL RE SHELBY R&D LITIGATION (0.2); BEGAN REVIEW OF CASES STATUS RE SAME (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	01/12/06	1.70	BEGAN REVIEW OF MOTION TO QUASH LEAD PLAINTIFFS DISCOVERY REQUESTS (0.4); ANALYSIS OF SCRIPT RE SAME (0.3); REVIEW ALL PLEADINGS FILED IN CONNECTION WITH SAME RE HEARING PREPARATION FOR THE JAN 13TH HEARING (0.5); ANALYZE LEAD PLAINTIFFS SUPPLEMENTAL AFFIDAVIT RE SAME (0.5).
MICHELI MJ	01/16/06	0.20	CORRESPONDENCE WITH J. FRIZZLEY RE BRUST DEPOSITION (0.2).
MICHELI MJ	01/17/06	0.70	CORRESPONDENCE WITH J. FRIZZLEY RE SAME (0.3); REVIEW BRUST DEPOSITION TRANSCRIPT (0.4).
		6.60	
WILSON LD	01/26/06	1.20	CONFER ON KECP ISSUES (0.5); REVIEW PRECEDENT IN FILES ON SAME (0.4); CONFER POLISENO ON RESEARCH FOR KECP ISSUE (0.3).
WILSON LD	01/27/06	1.70	REVIEW CASES ON KECP ISSUE (0.5); PARTICIPATE ON CALL TO DISCUSS STATUS OF LABOR PIECES (0.8); REVIEW DRAFT MEMO ON KECP ISSUE (0.4).
		2.90	
<b>Total Associate</b>		<b>455.10</b>	
DEMMA J	01/03/06	7.20	PREPARE CASE LAW MATERIALS RE OBJECTIONS TO DEBTORS' KEY EMPLOYEE COMPENSATION PROGRAM FOR JANUARY 5, 2005 OMNIBUS HEARING (7.2).
DEMMA J	01/04/06	7.10	PREPARE/ASSEMBLE CASE LAW MATERIALS RE VARIOUS OBJECTIONS TO DEBTORS' KEY EMPLOYEE COMPENSATION PROGRAM FOR JANUARY 5, 2005 OMNIBUS HEARING (7.1).
DEMMA J	01/17/06	1.30	PREPARE DISCOVERY REQUEST MATERIALS FOR ATTORNEY REVIEW (1.3).
DEMMA J	01/20/06	1.70	PREPARE DISCOVERY REQUEST DOCUMENTS FOR ATTORNEY REVIEW RE KEY EMPLOYEE COMPENSATION PROGRAM (1.7).
		17.30	
JACOBSON SJ	01/03/06	2.30	ASSIST WITH ASSEMBLY OF DOCUMENT PRODUCTION (2.3).
JACOBSON SJ	01/09/06	8.20	ASSIST WITH ASSEMBLY OF DOCUMENT PRODUCTION (8.2).
JACOBSON SJ	01/11/06	5.10	ASSIST WITH ASSEMBLY OF DOCUMENT PRODUCTION (5.1).
JACOBSON SJ	01/12/06	4.80	ASSIST WITH ASSEMBLY OF DOCUMENT PRODUCTION (4.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

JACOBSON SJ	01/13/06	3.50	ASSIST WITH ASSEMBLY OF DOCUMENT PRODUCTION (3.5).
JACOBSON SJ	01/16/06	3.20	ASSIST WITH ASSEMBLY OF DOCUMENT PRODUCTION (3.2).
JACOBSON SJ	01/17/06	4.10	ASSIST WITH ASSEMBLY OF DOCUMENT PRODUCTION (4.1).
JACOBSON SJ	01/19/06	2.40	ASSEMBLE FOR ATTORNEY REVIEW THE DOCUMENTS FOR AFFIDAVIT (2.4).
JACOBSON SJ	01/23/06	1.90	ASSIST WITH ASSEMBLY OF DOCUMENT PRODUCTION (1.9).
JACOBSON SJ	01/25/06	1.50	ASSIST WITH ASSEMBLY OF DOCUMENT PRODUCTION (1.5).
		37.00	
<b>Total Legal Assistant</b>		54.30	
<b>TOTAL TIME</b>		<u><b>618.30</b></u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Employee Matters (General)**

**Bill Date: 02/28/06  
Bill Number: 1108418**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	01/03/06	Springer DE	1,067.37
Air/Rail Travel - vendor feed	01/05/06	Springer DE	703.75
Air/Rail Travel - vendor feed	01/05/06	Springer DE	-658.75
Air/Rail Travel - vendor feed	01/06/06	Springer DE	752.69
Air/Rail Travel - vendor feed	01/06/06	Springer DE	-174.65
Air/Rail Travel - vendor feed	01/06/06	Springer DE	-533.04
Air/Rail Travel - vendor feed	01/10/06	Springer DE	664.84
Air/Rail Travel - vendor feed	01/13/06	Springer DE	372.34
Air/Rail Travel - vendor feed	01/22/06	Fern BM	482.09
Air/Rail Travel - vendor feed	01/22/06	Campanario ND	473.73
Air/Rail Travel - vendor feed	01/23/06	Springer DE	1,067.57
Air/Rail Travel - vendor feed	01/23/06	Shivakumar D	593.24
Air/Rail Travel - vendor feed	01/23/06	Springer DE	-1,067.57
Air/Rail Travel - vendor feed	01/25/06	Springer DE	533.04
Air/Rail Travel - vendor feed	01/31/06	MacDonald N	819.83
Air/Rail Travel - vendor feed	01/31/06	MacDonald N	-386.66
Air/Rail Travel - vendor feed	01/31/06	Springer DE	705.35
Air/Rail Travel - vendor feed	01/31/06	Campanario ND	819.83
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$6,235.00</b>
In-house Reproduction	01/10/06	Copy Center, D	2.40
In-house Reproduction	01/13/06	Copy Center, D	3.50

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	01/13/06	Copy Center, D	219.60
In-house Reproduction	01/20/06	Copy Center, D	20.60
In-house Reproduction	01/22/06	Copy Center, D	16.00
In-house Reproduction	01/24/06	Copy Center, D	0.30
In-house Reproduction	01/24/06	Copy Center, D	2.50
In-house Reproduction	01/27/06	Copy Center, D	5.00
In-house Reproduction	01/27/06	Copy Center, D	34.50
In-house Reproduction	01/31/06	Copy Center, D	128.60
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$433.00</b>
Telephone Expense	01/27/06	Telecommunications, D	2.99
Telephone Expense	01/27/06	Telecommunications, D	3.64
Telephone Expense	01/27/06	Telecommunications, D	0.11
Telephone Expense	01/27/06	Telecommunications, D	27.09
Telephone Expense	01/27/06	Telecommunications, D	30.28
Telephone Expense	01/27/06	Telecommunications, D	1.89
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$66.00</b>
Non-standard/Outside, Reproduction	12/27/05	MacDonald N	35.98
Non-standard/Outside Reproduction	12/27/05	MacDonald N	1.89
Non-standard/Outside Reproduction	01/17/06	24 Seven Discovere, L.L.C.	2,789.81
Non-standard/Outside Reproduction	01/18/06	24 Seven Discovere, L.L.C.	1,797.81
Non-standard/Outside Reproduction	01/30/06	24 Seven Discovere, L.L.C.	2,320.51
		<b>TOTAL NON-STANDARD/OUTSIDE REPRODUCTION</b>	<b>\$6,946.00</b>
Westlaw	01/06/06	Guzzardo J	247.33
Westlaw	01/06/06	Fern BM	49.36
Westlaw	01/13/06	Kohut RD	153.79
Westlaw	01/30/06	Kohut RD	173.52
		<b>TOTAL WESTLAW</b>	<b>\$624.00</b>
Vendor Hosted Teleconferencing	01/31/06	Genesys Conferencing	32.18

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	6.05
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	4.26
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	20.76
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	42.75
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$106.00</b>
Out-of-Town Travel	01/06/06	Springer DE	624.23
Out-of-Town Travel	01/12/06	Springer DE	607.98
Out-of-Town Travel	01/13/06	Springer DE	376.53
Out-of-Town Travel	01/16/06	Springer DE	90.01
Out-of-Town Travel	01/17/06	Springer DE	211.66
Out-of-Town Travel	01/25/06	Springer DE	835.01
Out-of-Town Travel	01/31/06	MacDonald N	50.00
Out-of-Town Travel	01/31/06	MacDonald N	35.00
Out-of-Town Travel	01/31/06	Campanario ND	303.58
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$3,134.00</b>
Messengers/ Courier	01/19/06	Dist Serv/Mail/Page, D	16.54
Messengers/ Courier	01/19/06	Dist Serv/Mail/Page, D	10.38
Messengers/ Courier	01/27/06	Dist Serv/Mail/Page, D	50.70
Messengers/ Courier	01/27/06	Dist Serv/Mail/Page, D	28.30
Messengers/ Courier	01/27/06	Dist Serv/Mail/Page, D	33.38
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	103.66
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	90.70
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	42.12
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	64.79
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	113.39
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	87.46
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	103.66
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	71.27
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	77.74
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	123.11
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	90.70

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	100.42
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	100.42
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	64.79
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	113.47
<b>TOTAL MESSENGERS/ COURIER</b>			<b>\$1,487.00</b>
Out-of-Town Meals	11/30/05	Springer DE	35.24
Out-of-Town Meals	01/03/06	Springer DE	44.96
Out-of-Town Meals	01/03/06	Springer DE	3.79
Out-of-Town Meals	01/04/06	Springer DE	44.96
Out-of-Town Meals	01/04/06	Springer DE	23.82
Out-of-Town Meals	01/11/06	Springer DE	67.13
Out-of-Town Meals	01/11/06	Springer DE	89.93
Out-of-Town Meals	01/13/06	Springer DE	44.97
Out-of-Town Meals	01/16/06	Springer DE	19.52
Out-of-Town Meals	01/23/06	Springer DE	13.53
Out-of-Town Meals	01/23/06	Springer DE	44.96
Out-of-Town Meals	01/24/06	Springer DE	41.65
Out-of-Town Meals	01/24/06	Springer DE	44.96
Out-of-Town Meals	01/24/06	Springer DE	21.11
Out-of-Town Meals	01/25/06	Springer DE	35.24
Out-of-Town Meals	01/31/06	MacDonald N	7.48
Out-of-Town Meals	01/31/06	MacDonald N	2.75
<b>TOTAL OUT-OF-TOWN MEALS</b>			<b>\$586.00</b>
Outside Research/Internet Services	12/31/05	Pacer Service Center	35.49
Outside Research/Internet Services	01/01/06	LexisNexis Courtlink Inc.	155.95
Outside Research/Internet Services	01/06/06	Pacer Service Center	2.56
<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>			<b>\$194.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
CLR/Disclosure	12/31/05	Global Securities	54.00
		<b>TOTAL CLR/DISCLOSURE</b>	<b>\$54.00</b>
Wireless - Mobile/Cellular/Pager	12/09/05	Meisler RE	8.68
Wireless - Mobile/Cellular/Pager	01/09/06	Meisler RE	1.32
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$10.00</b>
		<b>TOTAL MATTER</b>	<b>\$19,875.00</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-5  
CUSTOMER MATTERS (GM)  
799.7 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Customer Matters (GM)

Bill Date: 12/30/05  
Bill Number: 1091378

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/09/05	0.50	REVIEW AND ANALYZE DRAFT LANGUAGE RE ALLEGED GM SECURED/PRIORITY CLAIMS (0.3); REVIEW AND CIRCULATE GM PRESS RELEASE ON DELPHI (0.2).
BUTLER, JR. J	10/10/05	1.10	CONTINUE TO REVIEW AND ANALYZE ISSUES RE ALLEGED GM SECURED/PRIORITY CLAIMS (0.4); CONTINUE TO REVIEW AND CONSIDER GM COMMENTS ON FIRST DAY PAPERS (0.4); CONFERENCES WITH SENIOR MANAGEMENT RE SAME (0.3).
BUTLER, JR. J	10/11/05	1.50	CONTINUE TO REVIEW/CONSIDER GM COMMENTS ON FIRST DAY PAPERS (0.6); PREPARE FOR (0.2) AND PARTICIPATE IN (0.7) TELECONFERENCE WITH GM REPRESENTATIVES RE SAME.
BUTLER, JR. J	10/14/05	0.60	EMAILS FROM/TO S. CORCORAN RE PROPOSED GM STIPULATION (0.2); REVIEW MATERIALS RE SAME (0.4).
BUTLER, JR. J	10/17/05	0.90	PREPARE FOR (0.3) AND ATTEND (0.6) WORKING GROUP MEETING WITH DELPHI MANAGEMENT RE GM DISCUSSIONS AND NEXT STEPS.
BUTLER, JR. J	10/19/05	0.30	EMAILS TO/FROM D. WOHLLEN AND S. CORCORAN RE GM UPDATE (0.3).
BUTLER, JR. J	10/28/05	0.70	REVIEW NEXT STEPS RE GM DISCUSSIONS (0.3); EMAIL TO WORKING GROUP RE GM INFORMATION SHARING (0.2); EMAIL FROM/TO S. MILLER RE GM MATTERS (0.2).
BUTLER, JR. J	11/01/05	0.60	PREPARE FOR (0.2) AND ATTEND (0.4) MEETING S. MILLER AND OTHERS AT COMPANY IN TROY RE DEBRIEFING FROM GM MEETING WITH J. DEVINE AND NEXT STEPS.
BUTLER, JR. J	11/10/05	1.70	REVIEW AND CONSIDER STRATEGIC NON-CORE DIVESTITURE MEMO (0.8); TELECONFERENCE WITH DELPHI SENIOR MANAGEMENT RE GM RESTATEMENT ANNOUNCEMENT AND RELATED MATTERS (0.3); EMAILS FROM/TO D. SHERBIN RE GM WARRANTY MATTERS (0.2); REVIEW FLOWBACK PRESENTATION (0.4).
BUTLER, JR. J	11/22/05	1.60	PREPARE FOR (0.2) AND ATTEND (1.4) STRATEGIC PLANNING MEETING WITH DELPHI SENIOR MANAGEMENT AT COMPANY IN TROY INCLUDING D. WOHLLEN, D. SHERBIN AND S. CORCORAN RE GM STRATEGY MATTERS AND NEXT STEPS.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	11/23/05	0.90	TELECONFERENCES WITH S. MILLER RE GM MEETING AND NOVEMBER 28TH ANNOUNCEMENT (0.4, 0.1, 0.2); REVIEW DRAFT ANNOUNCEMENT (0.2).
BUTLER, JR. J	11/25/05	0.20	TELECONFERENCES WITH R. O'NEAL RE GM MEETING AND NOVEMBER 28TH ANNOUNCEMENT (0.2).
BUTLER, JR. J	11/28/05	0.20	REVIEW GM PRESS RELEASE AND NEXT STEPS (0.2).
BUTLER, JR. J	11/30/05	0.70	PREPARE FOR (0.2) AND PARTICIPATE IN (0.2) PLANNING SESSION AT COMPANY RE PROPOSED DECEMBER 6TH SENIOR BUSINESS MEETING IN DETROIT; TELECONFERENCE AND EMAIL FROM B. SHAW RE SAME (0.2); TELECONFERENCE WITH S. CORCORAN RE SAME (0.1).
		<b>11.50</b>	
COCHRAN EL	10/14/05	1.10	REVIEW GM ISSUES RE SET-OFF (1.1).
COCHRAN EL	10/17/05	2.50	PARTICIPATED IN GM TELECONFERENCE ON STRATEGY (1.1); REVIEW GM ANNOUNCEMENTS (1.4).
COCHRAN EL	10/18/05	3.90	REVIEW TERM SHEET RE GM (1.8); TELECONFERENCES WITH WORKING GROUP RE TERM SHEETS (2.1).
COCHRAN EL	10/19/05	5.20	PARTICIPATED IN TELECONFERENCE WITH GM REPRESENTATIVES ON ADEQUATE PROTECTION (1.7); REVIEW ISSUES AND TERM SHEET RE ADEQUATE PROTECTION (2.3); PARTICIPATED IN TELECONFERENCE WITH D. WOHLEEN AND OTHERS AT DELPHI (1.2).
COCHRAN EL	10/20/05	2.30	REVIEW RESPONSE FROM GM AND LENDERS RE ADEQUATE PROTECTION (2.3).
COCHRAN EL	10/21/05	1.20	REVIEW GM ISSUES RE DIP (1.2).
COCHRAN EL	10/31/05	1.20	TELECONFERENCE ON SET OFF PROCEDURES WITH D. BARTNER AND S. CORCORAN; REVIEW ISSUES (1.2).
COCHRAN EL	11/08/05	0.30	TELECONFERENCE WITH S. CORCORAN RE GM MATTERS; REVIEW ISSUES (0.3).
COCHRAN EL	11/09/05	3.20	REVIEW MATERIAL FOR CALL ON GM INFO REQUEST (0.9); PARTICIPATED IN CALL ON GM INFORMATION REQUEST (1.0); REVIEW GM 10-Q (1.3).
COCHRAN EL	11/10/05	2.50	PREPARED CREDITORS COMMITTEE PRESENTATION (1.4); REVIEWED AND COMMENTED ON SALE PROTOCOL DOCUMENT (1.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

COCHRAN EL	11/11/05	2.60	PARTICIPATED IN CALL WITH S. CORCORAN, S. DANIELS, A. PASRICHA ON GM INFORMATION REPORT (1.4); PREPARED PRESENTATION FOR CREDITORS COMMITTEE MEETING (1.2).
COCHRAN EL	11/13/05	2.10	RESPONDED TO A. PASHRICKA AND D. WELLER COMMENTS TO CREDITORS COMMITTEE SLIDES; REVISED SLIDES (2.1).
COCHRAN EL	11/15/05	2.00	REVIEW AND COMMENT ON GM PROCEDURES RE SALE/DISPOSITION (1.1); REVIEW LOSS CONTRACT MATERIAL (0.9).
COCHRAN EL	11/16/05	1.10	REVIEW GM PROCEDURES RE SALE OF BUSINESS (1.1).
COCHRAN EL	11/17/05	3.10	REDRAFTED GM SALE PROCEDURES TO INCORPORATE IN CLIENT COMMENTS (3.1).
COCHRAN EL	11/18/05	1.70	PARTICIPATED IN CALL ON LOSS CONTRACTS WITH S. DANIELS, A. PARASHKA, ET AL; REVIEW ISSUES (1.7).
COCHRAN EL	11/22/05	3.40	TELECONFERENCES RE GM LOSS CONTRACTS; STRATEGY WITH S. DANIELS, A. PARCHAIN, R. GINSBERG, K. MARAFIOTI; REVIEW ISSUES (3.4).
COCHRAN EL	11/23/05	1.70	REVIEW MATERIALS RELATING TO GM/DELPHI AGREEMENT TO ACCELERATE CONVERSATIONS (1.7).
COCHRAN EL	11/28/05	1.10	REVIEW GM MATTERS IN LIGHT OF ANNOUNCEMENT (1.1).
		<b>42.20</b>	
MARAFIOTI KA	10/10/05	0.50	WORK ON ISSUES RE GM SETOFF (0.5).
MARAFIOTI KA	10/17/05	1.10	STRATEGY CALL RE GM WITH COMPANY SHEARMAN, TOGUT, ROTHCHILD, AND FTI (0.9); FOLLOWUP (0.2).
MARAFIOTI KA	10/18/05	1.80	TELECONFERENCE RE GM WITH COMPANY, ROTHSCHILD, FTI, SHEARMAN (1.4); FOLLOWUP TELECONFERENCE WITH SHEARMAN RE SAME (0.2); REVIEW SUMMARY PROPOSED ADEQUATE PROTECTION PACKAGE FOR GM (0.2).
MARAFIOTI KA	10/19/05	2.00	TELECONFERENCE WITH D. WOHLLEN, A. PASRICHA, D. BARTNER, A. TENZER, IN PREPARATION FOR GM CALL (0.6); TELECONFERENCE WITH GM, WEIL GOTSHAL, SHEARMAN (0.8); FOLLOWUP TELECONFERENCE WITH GM & SHEARMAN (0.6).
MARAFIOTI KA	10/21/05	0.40	REVIEWED QS & AS RE GM AND REVISE SAME (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	10/31/05	0.60	TELECONFERENCE WITH COMPANY, SHEARMAN RE GM ARBITRATION ISSUES (0.6).
MARAFIOTI KA	11/03/05	0.10	TELECONFERENCE FROM J. TANNENBAUM RE GM (0.1).
MARAFIOTI KA	11/09/05	0.80	TELECONFERENCE WITH A. PASRICHA, R. EISENBERG RE GM (0.7); FOLLOWUP ON SAME (0.1).
MARAFIOTI KA	11/11/05	0.40	WORK ON GM MATERIAL FOR DTM PRESENTATION (0.4).
MARAFIOTI KA	11/14/05	0.30	REVIEWED GM MATERIALS FOR DEBTORS' COMMITTEE PRESENTATION (0.3).
MARAFIOTI KA	11/15/05	0.30	REVIEWED SUMMARIES RE LOSS CONTRACTS PROPOSAL TO GM (0.3).
MARAFIOTI KA	11/16/05	0.30	CORRESPONDENCE TO CLIENT (0.1); REVIEWED MATERIAL RE GM SALE PROCESS (0.2).
MARAFIOTI KA	11/18/05	1.60	TELECONFERENCE WITH A. PASRICHA, R. EISENBERG, S. DANIELS, B. SHAW RE GM ISSUES (1.6).
MARAFIOTI KA	11/22/05	2.80	TELECONFERENCE WITH A. PASRICHA, S. DANIELS, R. EISENBERG RE GM (1.3); FOLLOWUP TELECONFERENCE WITH EISENBERG (0.3); SECOND GM CALL WITH A. PASRICHA, S. DANIELS, R. EISENBERG (1.2).
MARAFIOTI KA	11/23/05	0.20	STATUS UPDATE RE GM DEVELOPMENTS (0.2).
MARAFIOTI KA	11/28/05	0.10	GM STATUS REPORT (0.1).
		<b>13.30</b>	
<b>Total Partner</b>		<b>67.00</b>	
MEISLER RE	11/07/05	1.50	REVIEWED AND REVISED TERM SHEET RE DPSS SETOFF ISSUE (1.5).
MEISLER RE	11/23/05	0.40	TELECONFERENCE WITH B. KAPLAN RE COVENANT AGREEMENT (0.2); ATTENTION TO SAME (0.2).
		<b>1.90</b>	
TOUSSI S	10/12/05	1.50	ADDRESS ISSUES RE GM SETOFF RIGHTS; REVIEW RECENT CASE RE SETOFF (1.5).
TOUSSI S	10/16/05	0.80	REVIEW RECENT CASES RE TRIANGULAR SETOFF (0.3); EDIT AND REVISE SETOFF MEMO (0.5).
TOUSSI S	10/17/05	1.20	ADDRESS ISSUES RE GM SETOFF AND DIP FACILITY (1.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	10/18/05	2.90	REVIEW RECENT DRAFT OF STIPULATION AND PROPOSED GLOBAL CUSTOMER SETOFF (0.7); CONFERENCE CALL WITH COMPANY AND SHEARMAN RE GM SETOFF ISSUES (1.7); FOLLOW-UP ISSUES RE GM AND OTHER CUSTOMER SETOFF ISSUES (0.5) .
TOUSSI S	10/19/05	2.20	CONFERENCE CALL RE GM NEGOTIATIONS WITH SHEARMAN AND COMPANY, INCLUDING POSITION OF GM WITH RESPECT TO DIP FACILITY (2.2) .
TOUSSI S	10/20/05	0.70	REVIEW CORRESPONDENCE RE GM SETOFF RIGHTS UNDER DIP FACILITY (0.7) .
TOUSSI S	10/21/05	1.30	ADDRESS ISSUES GM SETOFF RIGHTS (0.7); VARIOUS CONFERENCE CALLS RE SAME (0.6) .
TOUSSI S	10/31/05	2.20	TEAM MEETING WITH ADVISORS AND CLIENT RE SET OFF ISSUES WITH RESPECT TO GM AND RELATED SUPPLIERS ISSUES (1.2); FOLLOW-UP ISSUES RE SAME (1.0) .
TOUSSI S	11/09/05	0.90	ADDRESS GM RELATED ISSUES AND EXITING CERTAIN LINES OF BUSINESS (0.5); REVIEW SETOFF ISSUES RE GM (0.4) .
		13.70	
<b>Total Associate</b>		15.60	
<b>TOTAL TIME</b>		<u>82.60</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Customer Matters (GM)**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	10/28/05	Telecommunications, D	0.39
Telephone Expense	10/28/05	Telecommunications, D	0.76
Telephone Expense	10/28/05	Telecommunications, D	0.10
Telephone Expense	11/23/05	Telecommunications, D	0.88
Telephone Expense	11/23/05	Telecommunications, D	1.61
Telephone Expense	11/23/05	Telecommunications, D	0.24
Telephone Expense	11/23/05	Telecommunications, D	0.02
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$4.00</b>
		<b>TOTAL MATTER</b>	<b>\$4.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Customer Matters (GM)**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	12/05/05	0.30	REVIEW GM SET-OFF REQUEST (0.3).
BUTLER, JR. J	12/07/05	0.20	REVIEW AND COMMENT ON DECEMBER 8TH GM DISCUSSION AGENDA (0.2).
BUTLER, JR. J	12/08/05	1.20	PREPARE FOR (0.2) AND PARTICIPATE IN GM STRATEGY MEETING WITH K. BUTLER AND D. WOHLLEN AT COMPANY IN TROY (1.0).
BUTLER, JR. J	12/09/05	0.30	REVIEW EMAILS RE FEEDBACK ON DECEMBER 8TH GM DISCUSSIONS (0.3).
BUTLER, JR. J	12/14/05	0.40	REVIEW AND COMMENT ON GM CONSTRUCT (0.4).
BUTLER, JR. J	12/15/05	0.40	ASSIST MANAGEMENT AT COMPANY WITH PREPARATION FOR WORKING GROUP AT COMPANY IN TROY WITH GM REPRESENTATIVES (0.4).
BUTLER, JR. J	12/16/05	0.50	TELECONFERENCE WITH S. MILLER RE GM NEGOTIATIONS AND NEXT STEPS (0.3); REVIEW STATUS OF GM SETOFF AND LETTER RE SAME (0.2).
BUTLER, JR. J	12/27/05	0.30	CONTINUE TO REVIEW GM EXPIRING CONTRACT ISSUE INCLUDING EMAIL FROM A. PASRICHA (0.3).
BUTLER, JR. J	12/31/05	0.40	TELECONFERENCE WITH AND EMAILS FROM/TO S. CORCORAN RE GM EXPIRING CONTRACT ISSUE AND RELATED STRATEGIC MATTERS AND NEXT STEPS (0.2); REVIEW EMAILS AND RELATED MATERIALS FROM A. PASRICHA (0.2).
		<b>4.00</b>	
COCHRAN EL	12/20/05	2.40	CALL ON LOSS CONTRACT ANALYSES WITH CLIENT (S. CORCORAN, S. DANIELS); REVIEW ISSUES (2.4).
COCHRAN EL	12/22/05	0.80	TELECONFERENCE ON LESS CONTRACT ISSUES; REVIEW MATTERS (0.8).
COCHRAN EL	12/23/05	1.10	REVIEW LOSS CONTRACT ISSUES (1.1).
		<b>4.30</b>	
MARAFIOTI KA	12/13/05	0.40	ANALYZE SETOFF ISSUES (0.4).
MARAFIOTI KA	12/14/05	0.20	WORK ON GM ISSUES (0.2).
MARAFIOTI KA	12/15/05	0.80	CORRESPONDENCE RE GM SETOFF REQUEST (0.2); ANALYZE REQUEST (0.4); TELECONFERENCE WITH B. RESNICK RE REQUEST (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	12/16/05	1.60	DRAFT CORRESPONDENCE R GT SETOFF ISSUES (1.6) .
MARAFIOTI KA	12/20/05	1.40	TELECONFERENCE WITH A. PASRICHA, S. CORCORAN, R. EISENBERG, B. CARUSO, B. SHAW RE GM LOSS CONTRACT (1.1); FOLLOW UP (0.3) .
MARAFIOTI KA	12/21/05	1.80	TELECONFERENCE WITH R. BAXTER AND MICHELLE KLOSS RE GM ISSUES (0.5); TELECONFERENCE WITH D. SOUTHERN RE SAME (0.1); CONSIDER GM SETOFF POINTS (1.2) .
MARAFIOTI KA	12/22/05	0.70	TELECONFERENCE WITH FTI, A. PASRICHA RE GM LOSS CONTRACTS (0.6); FOLLOW UP (0.1) .
MARAFIOTI KA	12/23/05	0.90	TELECONFERENCE WITH COMPANY, FTI, AND ROTHSCHILD RE GM LOSS CONTRACTS (0.8); FOLLOW UP (0.1) .
MARAFIOTI KA	12/28/05	0.20	TELECONFERENCE WITH J. TANNENBAUM RE SETOFF ISSUES AND EQUITY COMMITTEE (0.2) .
MARAFIOTI KA	12/29/05	0.20	CORRESPONDENCE RE GM SETOFF (0.2) .
		<b>8.20</b>	
<b>Total Partner</b>		<b>16.50</b>	
MATZ TJ	12/15/05	0.60	TELECONFERENCES WITH B. RESNICK RE GM SET OFF MATTERS (0.3); FOLLOW UP RE SAME (0.3) .
MATZ TJ	12/16/05	0.90	WORKING ON GM SET OFF REQUEST AND RESPONSE THERETO (0.9) .
MATZ TJ	12/19/05	0.70	WORKING ON GM SETOFF DISPUTE AND RESOLUTION (0.4); CORRESPONDENCE RE SAME (0.3) .
MATZ TJ	12/21/05	3.30	REVIEW MATERIAL FROM FTI RE GM CONTRACT AND SETOFF CLAIMS (0.7); WORK ON GM'S TWO SETOFF CLAIMS, BACKGROUND AND REQUEST FOR ARBITRATION (0.7); TELECONFERENCE WITH R. TURNER RE SAME (0.5); TELECONFERENCES WITH D. SOUTHARD RE SETOFF CLAIM DEFICIENCIES (0.2); FOLLOW UP WORK RE GM SETOFF CLAIMS (0.9); FOLLOW UP WORK RE OUTSTANDING SETOFF CLAIMS (0.3) .
		<b>5.50</b>	
<b>Total Counsel</b>		<b>5.50</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

GIBSON ML	12/21/05	2.30	REVIEW CONFIDENTIALITY PROVISION IN GM SEPARATION AGREEMENTS (2.0); MULTIPLE CALLS RE SAME (0.3).
GIBSON ML	12/22/05	0.20	TELECONFERENCES/CORRESPONDENCE RE GE SEPARATION DOCUMENTS AND 8-K (0.2).
		2.50	
HUR J	12/20/05	7.90	LOCATE BINDERS CONTAINING SEPARATION AGREEMENTS (0.6); DILIGENCE OF GM/DELPHI SEPARATION AGREEMENTS FOR CONFIDENTIALITY CLAUSES (7.3).
HUR J	12/21/05	9.40	MEETING WITH M. GIBSON RE CONFIDENTIALITY RESTRICTIONS IN DELPHI/GM SEPARATION DOCUMENTS (1.0); RESEARCH REGULATION-G (1.6); PREPARE SEPARATION BINDERS FOR CREDITORS COMMITTEE (6.8).
		17.30	
OGUNSANYA GO	12/20/05	3.50	REVIEW CONFIDENTIALITY AGREEMENTS (3.5).
OGUNSANYA GO	12/28/05	1.20	INITIAL REVIEW OF MASTER AGREEMENT AND RELATED ANCILLARY AGREEMENTS (1.2).
OGUNSANYA GO	12/29/05	6.50	CONTINUING REVIEW OF AND SUMMARIZING OF MASTER AGREEMENT AND RELATED ANCILLARY AGREEMENTS (6.5).
		11.20	
TOUSSI S	12/06/05	1.40	ADDRESS ISSUES WITH RESPECT TO GM'S SETOFF DEMAND (0.8); DISCUSS STATUS OF RECONCILIATION WITH CLIENT, FOLLOW-UP ISSUES RE SAME (0.6).
TOUSSI S	12/08/05	0.70	ADDRESS ISSUES RE GM SETOFF ISSUES (0.5); RESEARCH ISSUES RE SAME (0.2).
TOUSSI S	12/09/05	0.50	INTERNAL MEETING TO DISCUSS GM'S SETOFF DEMAND (0.5).
TOUSSI S	12/12/05	1.80	REVIEW GM'S SETOFF DEMAND, RESEARCH ISSUES RE SAME (1.0); DRAFT PROPOSED RESPONSE TO GM AND DIP LENDERS, FOLLOW-UP ISSUES RE SAME (0.8).
TOUSSI S	12/15/05	2.10	MEETING TO DISCUSS GM SETOFF ISSUES (1.1); VARIOUS TELEPHONE DISCUSSION RE SAME WITH DIP LENDERS AND COMMITTEE (0.6); ADDRESS AND RESOLVE RECONCILIATION ISSUES (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	12/16/05	3.70	ADDRESS GM'S FIRST SETOFF REQUEST (0.5); VARIOUS MEETINGS RE GM'S SETOFF REQUEST, PRICING ISSUES AND RELATED MATTERS (0.8); DRAFT LETTER TO GM RE RESPONSE TO SETOFF DEMAND (1.2), CONFERENCE CALLS WITH CREDITORS' COMMITTEE, DIP LENDERS AND FINANCIAL ADVISORS TO DISCUSS STATUS OF GM'S SETOFF REQUEST (1.2).
TOUSSI S	12/19/05	1.30	ADDRESS ISSUES RE GM'S SETOFF CLAIM FOR WARRANTY, REVIEW AND ANALYZE SAME (0.9); FOLLOW-UP ISSUES RE SAME (0.4).
TOUSSI S	12/20/05	1.20	REVIEW GM'S RECENT SETOFF CLAIM RE WARRANTY (0.5); DISCUSS SAME WITH CLIENT (0.3); REVIEW DIP ORDER AND RELATED DOCUMENTS RE ANALYZING SAME (0.4).
TOUSSI S	12/21/05	2.30	DISCUSS INTERNALLY STATUS OF GM SETOFF CLAIMS (0.8); FOLLOW UP WITH CLIENT RE STATUS OF SETOFF AND RECONCILIATION OF INVOICES (1.0); FOLLOW UP ISSUES RE SAME (0.5).
TOUSSI S	12/22/05	1.20	FOLLOW UP ISSUES RE GM'S SETOFF CLAIM AND RECONCILING ISSUES RELATED TO PLATINUM SUPPLY AGREEMENT (0.7); DISCUSS SAME WITH GM TEAM (0.5).
TOUSSI S	12/28/05	0.90	ADDRESS GM SETOFF ISSUES RE FIRST AND SECOND SETOFF REQUESTS (0.7); VARIOUS MEETINGS/CONFERENCE CALLS RE SAME (0.2).
		17.10	
<b>Total Associate</b>		48.10	
<b>TOTAL TIME</b>		<u>70.10</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Customer Matters (GM)

Bill Date: 02/28/06  
Bill Number: 1108418

NAME	DATE	HOURS	DESCRIPTION
BERLIN K	01/06/06	1.70	REVIEW OF GM MASTER SEPARATION AGREEMENT AND TELECONFERENCE WITH E. COCHRAN AND K. MARAFIOTI RE SAME AND RE REJECTING ENVIRONMENTAL MATTERS AGREEMENT (1.3); REVIEW OF MEMORANDUM ON MASTER SEPARATION AGREEMENT (0.4).
		1.70	
BUTLER, JR. J	01/02/06	1.60	CONTINUE TO EVALUATE GM EXPIRING CONTRACT ISSUE AND RELATED STRATEGIC MATTERS AND NEXT STEPS (1.6).
BUTLER, JR. J	01/04/06	1.20	CONTINUE TO EVALUATE GM EXPIRING CONTRACT ISSUE AND RELATED STRATEGIC MATTERS (0.5); MEETING WITH S. CORCORAN AND REVIEW REPRICING MATERIALS (0.4); REVIEW AND EVALUATE TWO GM SETOFF REQUESTS AND NEXT STEPS (0.3).
BUTLER, JR. J	01/10/06	0.40	REVIEW GM SETOFF CLAIMS AND NEXT STEPS (0.4).
BUTLER, JR. J	01/14/06	1.10	EMAILS FROM/TO M. BIENENSTOCK RE GM CONTRACT REJECTION MOTION TIMETABLE (0.2); EMAILS FROM/TO S. MILLER, J. SHEEHAN, D. RESNICK RE GM SETTLEMENT DISCUSSIONS AND RELATED MATTERS (0.9).
BUTLER, JR. J	01/18/06	1.80	ATTEND MEETING WITH S. MILLER AT COMPANY IN TROY RE GM MATTERS (0.8); BEGIN TO PREPARE FOR JANUARY 20TH MEETING WITH GM AND DELPHI SENIOR MANAGEMENT IN TROY (0.4); REVIEW MATERIALS FROM DELPHI, FTI, ROTHSCHILD AND SKADDEN TEAM WORKING ON GM LOSS CONTRACTS ANALYSIS PROJECT (0.6).
BUTLER, JR. J	01/19/06	4.80	CONTINUE TO PREPARE FOR JANUARY 20TH MEETING WITH GM AND DELPHI SENIOR MANAGEMENT IN TROY INCLUDING TELECONFERENCES WITH S. MILLER (0.2, 0.4, 0.2, 0.3) AND S. MILLER AND D. WOHLLEN (0.3); EMAILS FROM/TO B. DELLINGER AND D. RESNICK (0.3); REVIEW OF BACKGROUND MATERIALS (0.4); PREPARE FOR (0.4) AND PARTICIPATE IN (1.7) WORKING GROUP TELECONFERENCE WITH DELPHI, FTI, ROTHSCHILD AND SKADDEN TEAM WORKING ON GM LOSS CONTRACTS ANALYSIS PROJECT; EMAILS FROM/TO B. DILLINGER RE AND REVIEW LIQUIDITY MATERIALS RE GM PRESENTATION (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	01/20/06	4.80	PREPARE FOR (0.4) AND ATTEND (2.2) MEETING WITH GM AND DELPHI REPRESENTATIVES AT COMPANY IN TROY; PARTICIPATE IN POST-MEETING SESSION WITH DELPHI SENIOR MANAGEMENT (S. MILLER, ET AL.) (1.8); TELECONFERENCES WITH S. MILLER (0.1) AND D. SHERBIN (0.3) RE SAME.
BUTLER, JR. J	01/22/06	0.40	FOLLOW-UP ON JANUARY 20TH MEETING WITH GM AND DELPHI REPRESENTATIVES AT COMPANY IN TROY (0.4).
BUTLER, JR. J	01/26/06	0.30	CONTINUE TO WORK ON LOSS CONTRACT DUE DILIGENCE PROJECT MATTERS (0.2); TELECONFERENCE WITH S. CORCORAN RE PROJECT SCOPE AND RELATED MATTERS (0.1).
BUTLER, JR. J	01/27/06	0.30	CONTINUE TO WORK ON LOSS CONTRACT DUE DILIGENCE PROJECT MATTERS INCLUDING TELECONFERENCE WITH S. CORCORAN (0.3).
BUTLER, JR. J	01/28/06	1.40	CONTINUE TO WORK ON LOSS CONTRACT DUE DILIGENCE PROJECT MATTERS (1.2); EMAILS FROM/TO S. CORCORAN RE SAME (0.2).
BUTLER, JR. J	01/30/06	7.30	PREPARE FOR (0.2) AND ATTEND (1.4) WORKING GROUP STRATEGY MEETING WITH R. O'NEAL AND OTHERS AT COMPANY RE GM MATTERS; PREPARE FOR (1.7) AND ATTEND (1.9) MEETING WITH DELPHI AND GENERAL MOTORS SENIOR LEADERSHIP IN DETROIT; POST-MEETING CONFERENCE WITH S. MILLER AND D. WOHLLEN (0.4); FOLLOW-UP ON NEXT STEPS (0.3); REVIEW MATERIALS ON GM CONTRACT REPRICING (1.4).
		<b>25.40</b>	
COCHRAN EL	01/03/06	1.20	REVIEW GM SET OFF ISSUES (1.2).
COCHRAN EL	01/04/06	0.40	REVIEW GM SET OFF ISSUES (0.4).
COCHRAN EL	01/05/06	3.00	REVIEW ISSUES RE D&T RETENTION AND POSSIBLE PUBLIC ANNOUNCEMENT (2.1); REVIEW 8-K RE TRADING ORDER (0.9).
COCHRAN EL	01/06/06	3.40	TELECONFERENCE WITH A. PASSRICHA AND OTHERS ON LOSS CONTRACTS (1.7); REVIEW ISSUES (1.7).
COCHRAN EL	01/09/06	0.90	REVIEW CORRESPONDENCE RE EXPIRING CONTRACTS (0.9).
COCHRAN EL	01/10/06	1.90	REVIEW EXPIRING CONTRACTS; LOSS CONTRACT ISSUES (1.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

COCHRAN EL	01/11/06	2.90	REVIEW PRESENTATION RE EXPIRING CONTRACT; LOSS CONTRACT (2.1); TELECONFERENCE WITH S. CORCORAN RE CONTRACT PRESENTATION (0.8).
COCHRAN EL	01/12/06	1.10	REVIEW LOSS/EXPIRING CONTRACT ANALYSES (1.1).
COCHRAN EL	01/13/06	2.60	REVIEW ISSUES RE LEGAL STANDARD FOR ANTITRUST REJECTION (2.6).
COCHRAN EL	01/16/06	1.30	REVIEW MATERIALS IN PREPARATION FOR GM TELECONFERENCE (1.3).
COCHRAN EL	01/17/06	4.20	PARTICIPATED IN TELECONFERENCE ON GM STATUS (1.1); REVIEW ISSUES RELATING TO GM IN PREPARATION FOR MEETING IN TROY (2.5); PARTICIPATED IN TELECONFERENCE ON GM MEDIATORS (0.6).
COCHRAN EL	01/18/06	2.90	MEETING WITH D. WOHLLEN, A. PASRICHA, S. CORCORAN, B. SHAW, K. MARAFIOTI, T. RICHARDS ON GM REVENUE PLAN (2.9).
COCHRAN EL	01/19/06	8.20	PREPARED TERM SHEET FOR GM SUPPORT PLAN (8.2).
COCHRAN EL	01/20/06	3.40	TELECONFERENCE WITH D. WOHLLEN, S. CORCORAN, T. RICHARD, A. PISCHARA, K. MARAFIOTI, R. SHAW RE GM TERM SHEET (2.6); REVIEW TERM SHEET ISSUES (0.8).
COCHRAN EL	01/25/06	0.70	REVIEW GM ISSUES RE TERM SHEET (0.7).
COCHRAN EL	01/31/06	8.70	TELECONFERENCE WITH D. WOHLLEN, S. CORCORAN, K. MARAFIOTI, B. SHAW, D. RESNICK RE GM TERM SHEET (1.8); REVISED GM TERM SHEET (6.9).
		<b>46.80</b>	
LYONS JK	01/12/06	3.50	PREPARATION RE POTENTIAL REJECTION OF GM CONTRACT (3.5).
		<b>3.50</b>	
MARAFIOTI KA	01/03/06	1.90	TELECONFERENCE WITH J. TANNENBAUM RE GM ISSUES (0.2); TELECONFERENCE WITH S. CORCORAN RE SAME (0.3); CORRESPONDENCE WITH SOUTHERD RE SAME (0.2); ANALYZE GM DEVELOPMENTS (0.6); DEVELOP STRATEGY (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	01/04/06	3.10	CORRESPONDENCE RE DOCUMENT ANALYSIS (0.2); TELECONFERENCE WITH J. TANNENBAUM AND M. KESSLER RE 1ST SET OFF REQUEST (0.2); TELECONFERENCE WITH R. EISENERG AND S. CORCORAN RE SAME (0.3); DRAFT CORRESPONDENCE TO GM RE SETOFF (1ST AND 2ND REQUESTS) (1.1); AND ADDITIONAL TELECONFERENCE WITH COROCRAN AND EISENBERG RE SAME (0.4); ANALYSIS OF SAME (0.6); TELECONFERENCE WITH H. BAER RE GM SETOFF (0.3).
MARAFIOTI KA	01/05/06	0.20	REVIEW CORRESPONDENCE RE GM STATUS (0.2).
MARAFIOTI KA	01/06/06	3.40	TELECONFERENCE WITH A. PASRICHA, B. CARUSO, B. SHAW, S. DANIELS RE LOSS CONTRACTS (1.0); ANALYZE REJECTION ISSUES (0.9); CORRESPONDENCE TO S. CORCORAN RE SAME (0.2); TELECONFERENCE WITH CORCORAN RE LOSS CONTRACTS (0.8); MESSAGES FROM AND TO J. TANNENBAUM (0.1); ANALYZE LABOR ISSUES IN CONNECTION WITH LOSS CONTRACTS (0.4).
MARAFIOTI KA	01/09/06	4.60	TELECONFERENCE WITH S. CORCORAN, A. PASRICHA, S. DANIELS RE GM (0.2); DIRECT RESEARCH (0.3); TELECONFERENCE WITH M. ORRS RE GM/NILES SITUATION (0.6); CORRESPONDENCE RE GM SETOFF (0.5); TELECONFERENCE WITH R. BAXTER AND K. CRAFT RE SETOFF (0.3); DEVELOP POWER POINT SLIDES RE GM RESEARCH (1.2); ANALYZE GM ISSUES AND DEVELOP STRATEGY RE SAME (1.5).
MARAFIOTI KA	01/10/06	3.30	TELECONFERENCE WITH M. KESSLER (0.4); CORRESPONDENCE REVIEW FROM GM, COMMITTEE AND COMPANY (0.4); WORK ON SLIDES RE EXECUTORY CONTRACT ISSUES (0.9); ANALYZE EXECUTORY CONTRACT ISSUES (0.8); DEVELOP STRATEGY (0.7); TELECONFERENCE WITH R. BAXTER (0.1).
MARAFIOTI KA	01/11/06	2.90	TELECONFERENCE WITH S. CORCORAN RE GM STRATEGY (0.1); REVIEWED GM STRATEGIC ALTERNATIVES (0.7); ADDITIONAL TELECONFERENCE WITH CORCORAN RE SAME (0.9); TELECONFERENCE WITH R. BAXTER RE GM SETOFF ISSUES (0.3); TWO ADDITIONAL TELECONFERENCES WITH CORCORAN RE GM (0.2 , 0.7).
MARAFIOTI KA	01/12/06	2.30	TELECONFERENCE WITH M. KESSLER (0.1); ANALYSIS OF NILES ARRANGEMENT IN CONNECTION WITH STEERING WHEEL CONTRACTS (1.3); REVIEW GM CORRESPONDENCE (0.4); TELECONFERENCE WITH S. DANIELS AND FTI RE GM LOSS CONTRACTS (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	01/13/06	2.10	TELECONFERENCE WITH R. EISENBERG AND B. CARUSO RE GM LOSS CONTRACTS (1.7); ANALYZE SAME (0.2); CORRESPONDENCE FROM R. BAXTER RE GM ISSUES (0.2).
MARAFIOTI KA	01/16/06	1.90	CORRESPONDENCE RE GM SETOFF (0.4); DEVELOP STRATEGY RE GM ISSUES (0.6); REVIEWED SUMMARY OF MASTER SEPARATION AGREEMENT (0.4); REVIEWED MATERIAL RE POSSIBLE CONSTRUCT FOR GM/DELPHI RESOLUTION (0.5).
MARAFIOTI KA	01/17/06	4.60	TELECONFERENCE WITH B. SHAW, A. PASRICHA, S. CORCORAN, D. SHERBIN, AND D. WOHLLEN RE STRATEGY (0.7); TELECONFERENCE WITH FTI, CORCORAN, PASRICHA, SHAW RE LOSS CONTRACTS (1.6); TELECONFERENCE WITH CORCORAN RE SAME (0.7); ADDITIONAL TELECONFERENCE WITH CORCORAN, AND MESSAGES M. KESSLER AND J. TANNENBAUM, RE GM ISSUES (0.2); TELECONFERENCE WITH B. CARUSO RE GM STRATEGY (0.2) AND WORK ON ISSUES RE LOSS CONTRACTS (0.4); FINALIZE CORRESPONDENCE TO ROSENBERG RE GM SETOFF (0.3); CORRESPONDENCE TO TANNENBAUM (0.5).
MARAFIOTI KA	01/18/06	3.90	MEETING WITH D. WOHLLEN, A. PASRICHA, S. CORCORAN, B. SHAW, T. RICHARDS, D. SHERBIN RE GM AND FOLLOWUP MEETINGS WITH WOHLLEN AND CORCORAN (3.8); TELECONFERENCE WITH M. KESSLER RE MEDIATOR (0.1).
MARAFIOTI KA	01/19/06	6.20	CORRESPONDENCE RE GM (0.4); TELECONFERENCE WITH A. PASRICHA, S. CORCORAN, FTI, ROTHSCHILD RE LOSS CONTRACTS (1.6); FOLLOWUP RE ISSUES RAISED (0.7); DEVELOP STRATEGY RE REJECTION OF CONTRACTS (2.1); REVIEW DRAFT TERM SHEET (0.5); AND WORK ON REVISIONS TO SAME (0.9).
MARAFIOTI KA	01/20/06	4.70	TELECONFERENCE RE GM SETOFF DISPUTES (0.3) AND FOLLOWUP ANALYSIS OF SAME (0.4); MEETING WITH B. SHAW RE GM DISCUSSIONS (0.3); MEETING WITH SHAW AND TELECONFERENCE WITH S. CORCORAN, D. WOHLLEN, A. PASRICHA, T. RICHARDS, RE GM (1.5); ANALYZE GM TERMS AND CONDITIONS (0.3); TELECONFERENCE WITH CORCORAN RE SETOFF (0.1); DIRECT RESEARCH RE TERMS AND CONDITIONS (0.2); ANALYZE SETOFF ISSUES (1.2); DEVELOP STRATEGY RE REJECTION ISSUES IN CONNECTION WITH LOSS CONTRACTS (0.4).
MARAFIOTI KA	01/23/06	1.60	ANALYZE EXPIRING CONTRACT ISSUES AND TELECONFERENCE WITH COMPANY BUSINESS PEOPLE RE SAME (1.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	01/24/06	0.10	CORRESPONDENCE RE GM SETOFF (0.1).
MARAFIOTI KA	01/25/06	3.20	TELECONFERENCE WITH S. CORCORAN RE NILES SITUATION (0.8) AND ANALYZE ISSUE RE SAME (0.6); TELECONFERENCE WITH CORCORAN, PASRICHA RE LOSS CONTRACTS AND EXPIRING CONTRACTS (1.0); ANALYZE LOSS CONTRACT LEGAL ISSUES (0.8).
MARAFIOTI KA	01/26/06	1.20	REVIEW CORRESPONDENCE (0.4) AND DEVELOP GM STRATEGY (0.8).
MARAFIOTI KA	01/27/06	1.10	WORK ON GM SLIDES FOR COMMITTEE PRESENTATION (0.7); DEVELOP STRATEGY RE GM ISSUES (0.4).
MARAFIOTI KA	01/29/06	2.10	RESEARCH (1.3); REVIEW MEMOS RE CONTRACT REJECTION ISSUES (0.7); CORRESPONDENCE RE GM SLIDES FOR DTM (0.1).
MARAFIOTI KA	01/30/06	1.60	WORK ON GM SLIDES (0.3); CORRESPONDENCE (0.1); ALL WITH S. CORCORAN (0.2); TELECONFERENCE WITH CORCORAN, PASRICHA, CRAFT RE EXPIRING CONTRACTS (1.7) (0.7) AND FURTHER ANALYSIS OF SAME (0.3).
MARAFIOTI KA	01/31/06	4.20	CORRESPONDENCE RE GM (0.2); TELECONFERENCE WITH WOHLLEN, SHAW, RICHARDS, RESNICK RE GM (2.0); TELECONFERENCE WITH PASRICHA, FTI RE LOSS CONTRACTS (1.0); REVIEWED REVISED TERM SHEET (0.5) AND REVISED SAME (0.5).
		60.20	
SPRINGER DE	01/06/06	1.30	CONFERENCE WITH J. GUZZARDO RE GM CONTRACT ISSUES (0.6); TELECONFERENCE WITH K. MARAFIOTI, E. COCHRANE ET AL RE GM CONTRACT ISSUES (0.7).
SPRINGER DE	01/09/06	1.00	REVIEW AND REVISE RESEARCH MEMORANDUM RE GM CONTRACT REJECTION (0.7); TELECONFERENCES WITH K. MARAFIOTI RE GM CONTRACT REJECTION (0.3).
SPRINGER DE	01/11/06	1.60	TELECONFERENCE WITH D. SHIVAKUMAR RE GM CONTRACT ISSUES (0.6); REVIEW GM CONTRACT CORRESPONDENCE (0.4); CONFERENCES WITH J. LYONS RE LOSS CONTRACTS (0.6).
SPRINGER DE	01/19/06	4.60	ANALYZE AUTHORITIES RE LOSS CONTRACT ISSUES (1.8); CONFERENCE WITH D. SHIVAKUMAR RE LOSS CONTRACT MOTION (0.7); PREPARATION FOR AND CONDUCT TELECONFERENCE WITH SENIOR STAFF RE LOSS CONTRACTS ISSUES AND MOTION (2.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SPRINGER DE	01/20/06	1.00	CONFERENCE WITH D. SHIVAKUMAR RE LOSS CONTRACTS (0.5); ANALYZE LOSS CONTRACT AUTHORITIES (0.5).
SPRINGER DE	01/23/06	1.00	LEGAL RESEARCH RE LOSS CONTRACT ISSUES (1.0).
SPRINGER DE	01/24/06	1.50	CONFERENCE WITH WORKING GROUP RE GM CONTRACT REJECTION MOTION (0.6); REVIEW MATERIALS RE GM CONTRACT REJECTIONS (0.9).
SPRINGER DE	01/25/06	0.40	TELECONFERENCE WITH D. SHIVAKUMAR RE PROGRESS ON LOSS CONTRACTS ISSUE (0.4).
SPRINGER DE	01/26/06	0.50	CONFERENCE WITH D. SHIVAKUMAR RE PROGRESS ON LOSS CONTRACTS ANALYSIS AND MOTION (0.5).
SPRINGER DE	01/29/06	0.80	REVIEW MATERIALS RE LOSS CONTRACTS PRESENTATION (0.8).
SPRINGER DE	01/30/06	1.70	TELECONFERENCES RE LOSS CONTRACTS MEMO (0.8); REVIEW AND REVISE MEMORANDUM RE LOSS CONTRACTS (0.9).
SPRINGER DE	01/31/06	1.80	REVIEW, COMMENT, AND ANALYZE DRAFT LOSS CONTRACT MOTION (1.2); TELECONFERENCE WITH D. SHIVAKUMAR RE LOSS CONTRACTS MOTION (0.6).
		<b>17.20</b>	
<b>Total Partner</b>		<b>154.80</b>	
MATZ TJ	01/03/06	0.80	WORKING ON GM SET-OFF CLAIMS AND RESPONSES (0.4); TELECONFERENCE RE SECOND DEMAND (0.4).
MATZ TJ	01/06/06	3.00	TELECONFERENCE WITH S. DANIELS, W. SHAW, A. PASRICHA RE LOSS CONTRACTS REVIEW AND ACTION PLAN (0.8); FOLLOW UP WORK RE SAME (0.9); WORKING ON MOTION TO REJECT LOSS CONTRACTS (1.3).
MATZ TJ	01/10/06	0.80	CONTINUING WORK ON CONTRACT ANALYSIS AND POSSIBLE MOTION MATERIALS (0.8).
MATZ TJ	01/11/06	1.40	WORK ON CONTRACTS/POSSIBLE REJECTION MATTERS (0.6); WORK ON MOTION MATERIALS RE SAME (0.8).
MATZ TJ	01/12/06	1.40	WORKING ON GM AND TRIANGULAR SET-OFF MATTER, OUTSTANDING RECONCILIATIONS, INFORMATION AND POSSIBLE MEDIATION (0.5); WORKING ON NILES LOSS CONTRACT ANALYSIS AND POSSIBLE PLEADINGS (0.9).

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MATZ TJ	01/13/06	1.70	TELECONFERENCE WITH R. ISENBERG AND B. CLARKSON RE ANALYSIS OF LOSS CONTRACTS, POSSIBLE MOTION TO REJECT (1.5); FOLLOW UP ANALYSIS RE SAME (0.2).
MATZ TJ	01/16/06	1.20	CORRESPONDENCE RE GM SET-OFF REQUEST RESOLUTION (0.3); FOLLOW UP WORK RE SAME (0.3); REVIEW AND COMMENT ON LOSS CONTRACTS PLEADINGS (0.6).
MATZ TJ	01/17/06	0.90	WORK ON LOSS CONTRACTS ANALYSIS (0.6); WORK ON SUMMARY OF SAME (0.3).
MATZ TJ	01/19/06	0.60	REVIEWING CORRESPONDENCE RE GM SETOFF (0.1); FOLLOW UP WORK RE SAME AND CONTRACT ANALYSIS (0.5).
		<b>11.80</b>	
SHIVAKUMAR D	01/09/06	5.60	COLLECT DOCUMENTS REFLECTING THE COMPANY'S STUDY OF CERTAIN EXECUTORY CONTRACTS (0.3); ANALYZE DOCUMENTS REFLECTING THE COMPANY'S STUDY OF CERTAIN EXECUTORY CONTRACTS IN PREPARATION FOR DRAFTING SECTION 365(A) MOTION (3.8); REVIEW FACTS RE CUSTOMER RELATIONSHIP IN PREPARATION FOR DRAFTING SECTION 365(A) MOTION (1.5).
SHIVAKUMAR D	01/10/06	7.40	RESEARCH CASE LAW RE REJECTION OF EXECUTORY CONTRACTS, IN PREPARATION FOR DRAFTING 365(A) MOTION (7.4).
SHIVAKUMAR D	01/11/06	7.80	ANALYZE CORRESPONDENCE WITH CUSTOMER RE EXPIRING CONTRACTS (1.3); REVIEW DOCUMENTS REFLECTING COMPANY'S ANALYSES OF EXECUTORY CONTRACTS (0.7); CONTINUE LEGAL RESEARCH ON THE REJECTION OF EXECUTORY CONTRACTS (5.8).
SHIVAKUMAR D	01/12/06	15.10	RESEARCH CASE LAW ON REJECTION OF EXECUTORY CONTRACTS (4.5); ANALYZE CONTRACTS RELATING TO SUPPLIER PRICE INCREASE (2.2); TELECONFERENCE WITH EMPLOYEES FAMILIAR WITH SUPPLIER PRICE INCREASE TO ANALYZE IMPACT AND DISCUSS OPTIONS (1.7); LITIGATION TEAM STRATEGY DISCUSSION RE SUPPLIER PRICE INCREASE ISSUE (0.4); DRAFT MOTION RELATING TO SUPPLIER PRICE INCREASE ISSUE (6.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SHIVAKUMAR D	01/13/06	11.80	ANALYZE EXECUTORY CONTRACTS RELATING TO SUPPLIER PRICE INCREASES AND RELATED INCOME/LOSS DATA (1.8); TELECONFERENCE WITH EMPLOYEES RE EXECUTORY CONTRACTS AFFECTED BY SUPPLIER PRICE INCREASE (0.4); FINALIZE FIRST DRAFT OF MOTION RELATING TO SUPPLIER PRICE INCREASE ISSUE (6.7); STRATEGY DISCUSSION WITH LITIGATION TEAM RE THE SAME (0.4); RESEARCH RECENT PRECEDENTS IN SUPPORT OF THE MOTION (2.5).
SHIVAKUMAR D	01/14/06	6.80	RESEARCH CASE LAW AND COMMENTARIES IN SUPPORT OF DRAFT 365(A) MOTION (4.6); ANALYZE DATA RELATING TO THE IMPACT OF SUPPLIER PRICE INCREASES ON EXECUTORY CONTRACTS (0.5); RESEARCH IN CONNECTION WITH POTENTIAL LITIGATION WITH CUSTOMER (1.7).
SHIVAKUMAR D	01/16/06	5.90	REVIEW DOCUMENTS REFLECTING ANALYSES PERFORMED ON EXECUTORY CONTRACTS (5.3); STRATEGY DISCUSSION RE POSSIBLE LEGAL ARGUMENTS RELATING TO EXECUTORY CONTRACTS (0.6).
SHIVAKUMAR D	01/17/06	6.20	RESEARCH CASE LAW RELATING TO SECTION 365(A) MOTIONS (5.7); SUMMARIZE AND COMMUNICATE HIGHLIGHTS OF THE LEGAL RESEARCH TO WORKING GROUP (0.5).
SHIVAKUMAR D	01/18/06	7.60	RESEARCH CASE LAW AND FACTUAL PRECEDENTS RELATING TO THE REJECTION OF EXECUTORY CONTRACTS (7.6).
SHIVAKUMAR D	01/19/06	4.90	COMPLETE RESEARCH RE REJECTION OF EXECUTORY CONTRACTS INCLUDING REVIEW OF DEVELOPMENTS IN ANALOGOUS CASES (3.7); REVIEW PRESENTATIONS RELATING TO EXECUTORY CONTRACTS AND PROVIDE LEGAL ADVICE RE SAME (1.2).
SHIVAKUMAR D	01/20/06	10.50	RESEARCH CONTRACT LAW RE EXPIRING CONTRACTS (1.2); MEETING TO DISCUSS CONTRACT LAW RESEARCH (0.3); BEGIN DRAFT OF MOTION RE REJECTION OF EXECUTORY CONTRACTS (6.2); ANALYZE OTHER DRAFT MOTIONS THAT COVER FACTS ALSO RELEVANT TO EXECUTORY CONTRACT REJECTION MOTION (1.5); REVIEW FINANCIAL ANALYSES PERFORMED TO DATE RELATING TO EXECUTORY CONTRACTS (1.3).

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SHIVAKUMAR D	01/23/06	5.60	REVIEW CLIENT STUDIES RELATING TO EXECUTORY CONTRACTS IN PREPARATION FOR MEETING WITH FTI (2.3); MEETING WITH FTI AND S. DANIELS RE ANALYSES OF EXECUTORY CONTRACTS (1.3); MEETING WITH S. CORCORAN RE SUPPLIER PRICE INCREASE ISSUE (0.8); STRATEGY DISCUSSION WITH WORKING GROUP RE UNPROFITABLE EXECUTORY CONTRACTS (0.7); WORKING GROUP TELECONFERENCE TO COORDINATE NEXT STEPS FOR REVIEW OF EXECUTORY CONTRACTS (0.5).
SHIVAKUMAR D	01/24/06	5.20	STRATEGY MEETING WITH COMPANY AND FTI RE EXPIRING CONTRACTS (1.1); REVIEW OF DOCUMENTS RELATING TO EXPIRING CONTRACTS (0.9); COMMUNICATIONS WITH S. DANIELS RE EXECUTORY CONTRACTS AND NEXT STEPS FOR PREPARING TO REVIEW CERTAIN EXECUTORY CONTRACTS (0.5); BEGIN DRAFT OF PAPERS IN SUPPORT OF POTENTIAL MOTION TO REJECT EXECUTORY CONTRACTS (1.5); REVIEW DRAFT OF SECTION 1113 BRIEF IN CONNECTION WITH PREPARING POTENTIAL EXECUTORY CONTRACT REJECTION MOTION (1.2).
SHIVAKUMAR D	01/25/06	8.90	TELECONFERENCE RE SUPPLIER PRICE INCREASE ISSUE (0.7); PREPARE SUMMARY OF STRATEGY CONSIDERATIONS RE SUPPLIER PRICE INCREASE ISSUE (0.8); ANALYZE CUSTOMER CONTRACT TERMS RELATING TO SUPPLIER PRICE INCREASE ISSUE (1.3); ANALYZE DOCUMENTS AND CORRESPONDENCE RELATING TO EXPIRING CONTRACTS (0.5); REVIEW SAMPLE EXECUTORY CONTRACTS TO DEVELOP TEMPLATE GOVERNING THE EXECUTORY CONTRACT REVIEW PROCESS AND TO DETERMINE ADDITION DOCUMENT COLLECTION NEEDS (1.6); DRAFT DECLARATION IN SUPPORT OF POTENTIAL EXECUTORY CONTRACT REJECTION MOTION (2.2); RESEARCH RE CONTRACT LAW CONSIDERATIONS RELATING TO SUPPLY AGREEMENTS AND THE STATUS OF EXPIRING CONTRACTS (1.8).
SHIVAKUMAR D	01/26/06	7.70	RESEARCH RE PEER INDUSTRY BANKRUPTCIES IN CONNECTION WITH POTENTIAL EXECUTORY CONTRACT REJECTION MOTION (2.3); DRAFT POTENTIAL EXECUTORY CONTRACT REJECTION MOTION (4.4); REVIEW FTI ANALYSES RE EXECUTORY CONTRACTS (1.0).
SHIVAKUMAR D	01/27/06	9.90	DRAFT DECLARATION IN SUPPORT OF POTENTIAL EXECUTORY CONTRACT REJECTION MOTION (1.2); DRAFT POTENTIAL EXECUTORY CONTRACT REJECTION MOTION (7.7); ANALYZE REPRICING EXPIRED CONTRACTS (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SHIVAKUMAR D	01/29/06	6.80	CONTINUE DRAFTING POTENTIAL EXECUTORY CONTRACT REJECTION MOTION (5.8); RESEARCH RE REPRICING CONTRACTS (1.0).
SHIVAKUMAR D	01/30/06	14.00	TELECONFERENCE RE REPRICING CONTRACTS (0.6); COMPLETE FIRST DRAFT OF POTENTIAL EXECUTORY CONTRACT REJECTION MOTION (13.4).
SHIVAKUMAR D	01/31/06	5.80	REVISE DRAFT DECLARATION IN SUPPORT OF POTENTIAL EXECUTORY CONTRACT REJECTION MOTION IN LIGHT OF FTI COMMENTS (0.9); REVISE DRAFT OF POTENTIAL EXECUTORY CONTRACT REJECTION MOTION IN LIGHT OF LITIGATION TEAM COMMENTS AND ADDITIONAL DATA FROM FTI (3.3); IDENTIFY ADDITIONAL INFORMATION NEEDED TO COMPLETE DRAFT OF POTENTIAL EXECUTORY CONTRACT REJECTION MOTION AND COMMUNICATE SAME TO CLIENT (0.4); TELECONFERENCE TO DISCUSS POTENTIAL REJECTION OF CERTAIN EXECUTORY CONTRACTS (0.7); TELECONFERENCE RE ASSESSING PROGRESS OF EXECUTORY CONTRACT DUE DILIGENCE REVIEW (0.5).

153.50

**Total Counsel**

165.30

GIBSON ML	01/04/06	0.60	FINALIZED DISTRIBUTION OF SEPARATION DOCUMENTS (0.5); TELECONFERENCES RE SAME (0.1).
GIBSON ML	01/17/06	0.60	MULTIPLE TELECONFERENCES/CORRESPONDENCE/REVIEW OF DOCUMENTS RE DELIVERY OF DOCUMENTATIONS TO WEIL (0.4); REVIEWED GM MATERIALS (0.2).
GIBSON ML	01/19/06	5.80	REVIEWED AND DISCUSSED DRAFT GM TERM SHEET (1.1); REVIEWED BACKGROUND MATERIALS FROM MEETING RE GM (1.5); PREPARED EXHIBIT TO TERM SHEET (3.2).
GIBSON ML	01/20/06	3.70	ALL HANDS TELECONFERENCE (0.7); REVIEWED REVISED TERM SHEET FOR GM (0.2); PARTICIPATED IN CONFERENCE TELECONFERENCES WITH CLIENT, ROTHSCHILD AND SKADDEN RE TERM SHEET (2.1); REVIEWED GM STANDARD TERMS AND CONDITIONS AND DISCUSSIONS RE RELATED RESEARCH MATTERS (0.7).
GIBSON ML	01/23/06	0.70	REVIEWED REVISED RISK FACTORS AND DISTRIBUTED COMPARISON (0.5); TELECONFERENCE RE LOSS CONTRACT PROCESS WITH INTERNAL TEAM (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

GIBSON ML	01/31/06	2.20	TELECONFERENCE RE GM AGREEMENT AND FOLLOW ON TELECONFERENCES RE REVISED TERM SHEET (1.8); REVIEWED AND COMMENTED ON TERM SHEET (0.4).
		<b>13.60</b>	
GUZZARDO J	01/06/06	4.10	LEGAL RESEARCH RE CONTRACT REJECTIONS UNDER SEC. 365 (4.1).
GUZZARDO J	01/07/06	2.00	CONTINUED LEGAL RESEARCH RE CONTRACT REJECTION (2.0).
GUZZARDO J	01/08/06	4.20	BEGAN DRAFTING LEGAL MEMORANDUM RE CONTRACT REJECTION (4.2).
GUZZARDO J	01/09/06	7.70	COMPLETED RESEARCH AND DRAFTING OF DEFENSES TO CONTRACT REJECTION MEMO (7.7).
GUZZARDO J	01/13/06	4.80	LEGAL RESEARCH AND BRIEF PARAGRAPH DRAFTING RE CONTRACT REJECTION (4.8).
		<b>22.80</b>	
KAHN MT	01/31/06	8.10	ANALYZE VARIOUS CONTRACTS (8.1).
		<b>8.10</b>	
MEISLER RE	01/19/06	2.10	PARTICIPATED ON LOSS CONTRACTS, TELECONFERENCE WITH COMPANY AND FTI (0.7); FOLLOW-UP WITH J. BUTLER, K. MARAFIOTI AND D. SPRINGER (0.3); ATTENTION TO SAME (1.1).
MEISLER RE	01/20/06	0.40	CONTINUED ANALYSIS OF LOSS CONTRACTS (0.4).
MEISLER RE	01/22/06	0.90	CONFERENCE WITH D. SHIVAKUMAR RE LOSS CONTRACTS (0.9).
MEISLER RE	01/23/06	0.30	CONFERENCE WITH J. BUTLER RE LOSS CONTRACTS REVIEW (0.2); ATTENTION TO SAME (0.1).
MEISLER RE	01/25/06	2.30	CONTINUED ANALYSIS OF LOSS CONTRACTS (0.3); CONFERENCE WITH S. CORCORAN AND S. DANIELS RE LOSS CONTRACTS (2.0).
MEISLER RE	01/26/06	1.20	CONFERENCE WITH S. CORCORAN, S. VANZEALAND RE LOSS CONTRACTS (0.5); WORKED ON SAME (0.7).
MEISLER RE	01/29/06	0.60	REVIEWED CASE LAW RE LOSS CONTRACTS (0.6).
MEISLER RE	01/30/06	1.30	ATTENTION TO LOSS CONTRACTS REVIEW (1.3).
MEISLER RE	01/31/06	0.20	TELECONFERENCE WITH A. HILL RE LOSS CONTRACTS (0.2).
		<b>9.30</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

OLASKY P	01/31/06	8.80	REVIEW CONTRACTS RE POSSIBLE REJECTION (8.8).
		8.80	
ROHNER WM	01/19/06	0.60	REVIEW DRAFT PAPERS RELATING TO MOTION TO REJECT CERTAIN EXECUTORY CONTRACTS (0.4); CONFERENCE RE RESEARCH ISSUES IN CONNECTION WITH MOTION (0.2).
ROHNER WM	01/20/06	7.00	CONDUCT LEGAL RESEARCH OF ISSUES RELATING TO REJECTION OF CERTAIN EXECUTORY CONTRACTS (6.8); CONFERENCE RE RESEARCH ISSUES (0.2).
ROHNER WM	01/24/06	0.40	REVIEW MATERIALS RELATING TO EXPIRING CONTRACTS ISSUE (0.4).
ROHNER WM	01/25/06	5.20	CONDUCT LEGAL RESEARCH ON EXPIRING CONTRACTS ISSUE (4.4); DRAFT ANALYSIS BASED ON RESEARCH (0.8).
ROHNER WM	01/26/06	6.90	CONTINUE LEGAL RESEARCH RE CONTRACTS ISSUE (2.7); DRAFT MEMORANDUM BASED ON LEGAL RESEARCH (4.2).
ROHNER WM	01/27/06	4.60	CONDUCT LEGAL RESEARCH RE EXPIRING AND EXECUTORY CONTRACTS ISSUES (1.2); DRAFT MEMORANDUM RE EXPIRING AND EXECUTORY CONTRACTS ISSUES (3.4).
ROHNER WM	01/28/06	0.40	CONDUCT LEGAL RESEARCH RE EXECUTORY CONTRACTS ISSUE (0.4).
		25.10	
STUART NL	01/06/06	2.90	RESEARCH AUTHORITY RE UNILATERAL TERMINATION OF EXECUTORY CONTRACT (2.1) AND DRAFT SHORT MEMO RE SAME (0.8).
STUART NL	01/09/06	0.60	REVIEW ADDITIONAL UNILATERAL CONTRACT TERMINATION CASES (0.6).
STUART NL	01/19/06	1.90	BEGIN REVIEW OF EXECUTORY AND EXPIRED CONTRACT ISSUES (1.9).
STUART NL	01/20/06	8.40	REVIEW EXPIRING AND EXECUTORY CONTRACT BACKGROUND (1.8); RESEARCH LOSS CONTRACTS PRECEDENT (2.5); RESEARCH RE CASE LAW ON REJECTION (4.1).
STUART NL	01/21/06	3.20	REVIEW LOSS CONTRACT ISSUES (3.2).
STUART NL	01/22/06	5.10	CONTINUE TO REVIEW LOSS CONTRACT ISSUES (2.3); DRAFT LOSS CONTRACT DILIGENCE LIST (1.2); BEGIN DRAFTING LOSS CONTRACT REJECTION MOTION (1.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

STUART NL	01/23/06	5.10	CONTINUE RESEARCH IN CONNECTION WITH MOTION TO REJECTION EXECUTORY CONTRACTS (2.2); WORK ON INITIAL DRAFT OF REJECTION MOTION (2.9).
STUART NL	01/24/06	3.10	CONTINUE RESEARCH ON REJECTION OF EXECUTORY CONTRACTS (3.1).
STUART NL	01/25/06	9.50	INTERNAL MEETINGS WITH DELPHI LEGAL STAFF RE EXPIRING AND LOSS CONTRACTS (2.6); REVIEW CERTAIN EXPIRED CONTRACTS (2.4); REVIEW VARIOUS EXECUTORY CONTRACTS (3.2); REVIEW DATA LIST OF EXECUTORY CONTRACTS (1.3).
STUART NL	01/26/06	11.70	DISCUSSION WITH S. CORCORAN AND S. VANZEELAND RE EXPIRING CONTRACTS (0.6); REVIEW LIST OF EXECUTORY CONTRACTS AND DATA PROVIDED BY COMPANY (2.4); DRAFT DILIGENCE DOCUMENTS FOR EXECUTORY CONTRACT REVIEW (2.1); REVIEW EXECUTORY CONTRACTS (3.5); WORK ON DEVELOPING DILIGENCE PROCESS AND STRATEGY (3.1).
STUART NL	01/27/06	7.00	MEETING WITH INTERNAL LEGAL TEAM RE LOSS CONTRACTS (1.2); CONTINUE TO REVIEW CONTRACT DATA IN CONNECTION WITH DILIGENCE PROJECT (3.1); REVIEW EXECUTORY CONTRACTS (2.7).
STUART NL	01/28/06	7.50	PREPARE FOR DUE DILIGENCE OF GM CONTRACTS (2.1); CONTINUE TO REVIEW CASE LAW IN CONNECTION WITH REJECTION MOTION (3.7); REVISE APPLICABLE AUTHORITY FOR REJECTION MOTION (1.7).
STUART NL	01/29/06	7.80	REVIEW CASE LAW FOR CONTRACT REJECTION MOTION (4.6); REVISE APPLICABLE AUTHORITY SECTION FOR REJECTION MOTION (3.2).
STUART NL	01/30/06	8.10	DISCUSSION WITH S. DANIELS RE EXECUTORY CONTRACTS (0.3); TELECONFERENCE ON EXPIRING/REJECTION OF CONTRACTS (0.6); WORK WITH CLIENT IN DEVELOPING STRATEGY TO IDENTIFY EXECUTORY CONTRACTS FOR REJECTION MOTION (4.2); ANALYSIS OF DATA WITH RESPECT TO LISTS OF CONTRACT GATHERED (1.2); DEVELOP AND REVISE DILIGENCE STRATEGIES (1.8).
STUART NL	01/31/06	10.70	MULTIPLE TELECONFERENCES RE EXECUTORY CONTRACTS AND GO-FORWARD STRATEGY (1.8); STRATEGY MEETINGS WITH CLIENT RE ANALYSIS OF EXECUTORY CONTRACTS (2.2); ANALYSIS OF EXECUTORY CONTRACT DATA SETS AND INFORMATION GATHERED FROM COMPANY'S INTERNAL DATABASE (6.7).

92.60

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	01/03/06	3.10	ADDRESS ISSUES RE GM'S FIRST SETOFF REQUEST RE VARIOUS SUPPLY CONTRACTS (1.0); DISCUSS SAME INTERNALLY AND WITH CLIENT TO GET STATUS UPDATE (0.7); ADDRESS ISSUES WITH CREDITORS' COMMITTEE RE SAME (0.5); PREPARE GM BINDER OF SETOFF REQUESTS (0.4); ADDRESS ISSUES RE GM WARRANTY CLAIM (0.5).
TOUSSI S	01/04/06	3.20	ADDRESS ISSUES RE GM'S SETOFF REQUESTS (0.5); PREPARE MEMO RE GM SETOFF ISSUES AND STATUS OF REQUESTS TO DATE (2.2); FOLLOW-UP ISSUES RE SAME (0.5).
TOUSSI S	01/05/06	1.80	RESEARCH ISSUES RE GM LOSS CONTRACT ISSUES (0.8); REVIEW CORRESPONDENCE RE GM LOSS CONTRACTS (0.3); ADDRESS ISSUES RE GM SETOFF CLAIMS RE WARRANTY AND PLATINUM SUPPLY ISSUES (0.7).
TOUSSI S	01/10/06	1.90	ADDRESS GM'S TWO SETOFF REQUESTS, VARIOUS CALLS RE SAME (0.8); RESEARCH TRIANGULAR SETOFF ISSUES RE SETOFF REQUESTS (0.7); FOLLOWUP CORRESPONDENCE RE SAME (0.4).
TOUSSI S	01/12/06	1.40	REVISE LETTER TO UCC RE GM'S SETOFF REQUESTS ADDRESSING TRIANGULAR SETOFF MATTERS (0.7); FOLLOW UP ISSUE RE SAME (0.2); DISCUSS STATUS OF VARIOUS GM SETOFF MATTERS (0.5).
TOUSSI S	01/17/06	3.60	ADDRESS AND RESOLVE ISSUES RE GM'S VARIOUS SETOFF REQUESTS (0.8); RESEARCH ISSUES RE WARRANTY AND SETOFF MATTERS (0.6); ADDRESS ISSUES RE PROCEDURES FOR RESOLVING GM'S SETOFF DEMANDS AND WARRANTY ISSUES, INCLUDING DETERMINING MEDIATORS IN ANY DISPUTE (0.8); REVIEW CORRESPONDENCE RE NEGOTIATIONS WITH GM ON LOSS CONTRACT AND WARRANTY MATTERS, FOLLOW UP ISSUES RE SAME (1.4).
TOUSSI S	01/19/06	3.90	VARIOUS CLIENT AND INTERNAL DISCUSSIONS RE STATUS OF GM MATTERS (0.8); PREPARE FOR VARIOUS GM STATUS MEETINGS RE SETOFF AND LOSS CONTRACTS (1.6); REVIEW CLIENT CHART RE STATUS OF GM'S SETOFF REQUESTS (0.6); REVIEW TERM SHEET FOR LOSS CONTRACT MATTERS AND NEGOTIATIONS WITH GM (0.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	01/20/06	6.00	VARIOUS CLIENT MEETINGS TO DISCUSS GM SETOFF STATUS (0.5); MEETING TO DISCUSS LOSS CONTRACT ISSUES (2.5); PREPARE FOR AND ADDRESS ISSUES RE SAME (1.2); BEGIN RESEARCHING CHANGE IN CONTROL LANGUAGE IN TERMS AND CONDITIONS (1.0); REVIEW CLIENT DOCUMENTS RE VARIOUS GM ISSUES (0.8).
TOUSSI S	01/23/06	2.50	RESEARCH ISSUES RE GM LOSS CONTRACT MATTERS RE CHANGE OF CONTROL PROVISIONS IN TERMS AND CONDITIONS (1.5); WORK ON CLIENT MEMO RE SAME (1.0).
TOUSSI S	01/26/06	4.50	EDIT AND REVISE GM SETOFF SLIDES RE SETOFF AND WARRANTY REQUESTS (1.5); ADDRESS FOLLOWUP ISSUES RELATED TO VARIOUS GM ISSUES (0.5); RESEARCH ISSUES RELATED TO CHANGE IN CONTROL PROVISIONS IN TERMS AND CONDITIONS WITH GM (1.5); BEGIN DRAFTING CLIENT MEMO RE SAME (1.0).
TOUSSI S	01/27/06	1.70	FOLLOWUP ISSUES RE GM SETOFF MATTERS (0.5); EDIT AND REVISE MEMO RE CHANGE IN CONTROL UNDER TERMS AND CONDITIONS (1.2).
		<b>33.60</b>	
ZALTZMAN H*	01/09/06	9.90	RESEARCH RE STANDARDS FOR REJECTION OF EXECUTORY CONTRACTS, ESPECIALLY RE BUSINESS JUDGMENT IN THE SDNY (4.2); DRAFT MEMO AND PREPARE PRESENTATION RE REJECTION OF EXECUTORY CONTRACTS RE GM CONTRACT ISSUE (3.5); PREPARE CASE SUMMARIES RE CASES AND MEMO RE BUSINESS JUDGMENT FACTORS FOR REJECTING EXECUTORY CONTRACTS IN SDNY (2.2).
ZALTZMAN H*	01/17/06	3.60	CONTINUE RESEARCH RE CASE LAW INVOLVING FEDERAL GRANT MONEY IN BANKRUPTCY (1.2); RESEARCH CASE LAW RE REJECTION OF EXECUTORY KS IN THE CONTEXT OF OTHER OPTIONS RE GM MATTER (2.4).
ZALTZMAN H*	01/25/06	2.20	RESEARCH QUESTIONS RE CONTRACT REJECTION ASSUMPTION RE GM (2.2).
ZALTZMAN H*	01/26/06	5.20	RESEARCH WHETHER DUTY TO MITIGATE DAMAGES EXISTS UNDER MICHIGAN LAW RE GM (0.4); RESEARCH CASE LAW RE DIFFERENT REJECTION/ASSUMPTION SCENARIOS WITH EXECUTORY KS (2.4); RESEARCH ECONOMIC DURESS DOCTRINE UNDER MICHIGAN LAW RE GM (1.4); DISCUSS PLANS/STRATEGY RE UPCOMING DUE DILIGENCE IN TROY (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	01/27/06	6.10	RESEARCH "EVERGREEN" AND RENEWAL BY COURSE OF CONDUCT OF K FOR REJECTION PURPOSES (2.4); REVIEW AND RESEARCH IN RE KLEIN'S DECISION RE K REJECTION AND DRAFT EMAIL (2.2); REVIEW LAW JOURNAL ARTICLE RE PRE-ASSUMPTION STATUS OF EXECUTORY KS (1.5).
ZALTZMAN H*	01/28/06	2.70	PREPARE/DRAFT EMAIL RE STATUS OF CONTRACTS ENTERED INTO POST-PETITION IN THE ORDINARY COURSE OF BUSINESS AND WHETHER THEY QUALIFY FOR ADMINISTRATIVE STATUS (1.5); CONTINUE RESEARCHING ECONOMIC STANDARDS IN MICHIGAN STATE (1.2).
ZALTZMAN H*	01/29/06	4.10	CONTINUE RESEARCH RE CONTRACT REPRICING ISSUE (2.3); DRAFT EMAIL RE CONTRACT REPRICING ISSUES RE GM K (1.8).
ZALTZMAN H*	01/31/06	8.80	PERFORM DUE DILIGENCE REVIEW OF EXPIRING GM LOSS CONTRACTS AT DELPHI HEADQUARTERS RE GM LOSS CONTRACTS MOTION NO. 1 (8.8).
		42.60	
ZIEGLER VE	01/09/06	10.40	WORK ON LEGAL RESEARCH CASE LAW RE STANDARDS OF PROOF, ELEMENTS OF AND DEFENSES TO BUSINESS JUDGMENT RULE UNDER SECTION 365 OF THE BANKRUPTCY CODE (4.2); DRAFT MEMO RE SAME (4.1); WORK ON PRESENTATION TO DELPHI RE SAME (2.1).
ZIEGLER VE	01/10/06	8.30	WORK ON LEGAL RESEARCH CASE LAW RE STANDARDS OF PROOF, ELEMENTS OF AND DEFENSES TO BUSINESS JUDGMENT RULE UNDER SECTION 365 OF THE BANKRUPTCY CODE (4.2); DRAFT MEMO AND SUMMARY OF CASES RE SAME (4.1).
ZIEGLER VE	01/11/06	12.80	EMAIL CORRESPONDENCE AND TELECONFERENCES WITH DELPHI RE EXECUTORY CONTRACTS REJECTION (2.1); DRAFT MOTION REJECTING EXECUTORY CONTRACTS (6.1) RESEARCH CASE LAW RE SAME (4.6).
ZIEGLER VE	01/12/06	12.10	LEGAL RESEARCH RE WHETHER COURTS WILL ALLOW A DEBTOR TO REJECT AN EXECUTORY CONTRACT IF IT CAN OBTAIN BETTER PRICES FROM (1) OTHER COUNTERPARTIES OR (2) IF IT CAN OBTAIN BETTER PRICES FROM THE SAME COUNTERPARTY (4.1); CONTINUE DRAFTING MOTION TO REJECT EXECUTORY CONTRACTS (8.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	01/16/06	11.00	REVISE MOTION TO REJECT EXECUTORY CONTRACTS (4.3); RESEARCH CASE LAW RE WHETHER A DEBTOR CAN PROPERLY REJECT AN EXECUTORY CONTRACT TO RENEGOTIATE BETTER TERMS WITH THAT SAME COUNTERPARTY OR WITH OTHER COUNTERPARTIES (5.6); DRAFT AN EMAIL RE SAME (1.1).
ZIEGLER VE	01/18/06	2.10	REVISE MOTION TO REJECT EXECUTORY CONTRACTS (1.3); WORK ON PRESENTATION RE REJECTION OF EXECUTORY CONTRACTS (0.8).
		56.70	
<b>Total Associate/Law Clerk</b>		<b>313.20</b>	
CHOW PP	01/27/06	0.70	COORDINATE PLANNING FOR GM LOSS CONTRACTS REVIEW (0.7).
CHOW PP	01/30/06	9.10	PREPARE SUMMARY OF DATA METRICS FOR REVIEW OF GM LOSS CONTRACTS (1.1); REVIEW SAMPLE GM LOSS CONTRACTS AND CREATE DATABASE FOR ORGANIZATION OF SAME (6.8); COORDINATE SAME (1.2).
CHOW PP	01/31/06	3.90	REVIEW DATABASE OF GM LOSS CONTRACTS AND EDIT/REVISE SAME (3.2); REVIEW MANUFACTURING DUNS NUMBERS FOR PLANT LOCATIONS (0.7).
		13.70	
<b>Total Legal Assistant</b>		<b>13.70</b>	
<b>TOTAL TIME</b>		<b><u>647.00</u></b>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Customer Matters (GM)

Bill Date: 02/28/06  
Bill Number: 1108418

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	01/03/06	Stuart NL	641.92
Air/Rail Travel - vendor feed	01/18/06	Marafioti KA	1,102.14
Air/Rail Travel - vendor feed	01/24/06	Stuart NL	163.81
Air/Rail Travel - vendor feed	01/25/06	Stuart NL	163.81
Air/Rail Travel - vendor feed	01/26/06	Stuart NL	165.31
Air/Rail Travel - vendor feed	01/26/06	Stuart NL	120.30
Air/Rail Travel - vendor feed	01/26/06	Stuart NL	165.31
Air/Rail Travel - vendor feed	01/27/06	Stuart NL	165.31
Air/Rail Travel - vendor feed	01/27/06	Stuart NL	163.81
Air/Rail Travel - vendor feed	01/29/06	Stuart NL	163.81
Air/Rail Travel - vendor feed	01/30/06	Kahn MT	654.33
Air/Rail Travel - vendor feed	01/31/06	Zaltzman H	1,112.14
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$4,782.00</b>
In-house Reproduction	01/06/06	Copy Center, D	16.31
In-house Reproduction	01/10/06	Copy Center, D	9.70
In-house Reproduction	01/13/06	Copy Center, D	47.22
In-house Reproduction	01/20/06	Copy Center, D	1.60
In-house Reproduction	01/20/06	Copy Center, D	5.00
In-house Reproduction	01/20/06	Copy Center, D	110.15
In-house Reproduction	01/22/06	Copy Center, D	41.62
In-house Reproduction	01/24/06	Copy Center, D	43.72
In-house Reproduction	01/27/06	Copy Center, D	23.51
In-house Reproduction	01/31/06	Copy Center, D	153.17
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$452.00</b>
Telephone Expense	01/27/06	Telecommunications, D	7.01

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	01/27/06	Telecommunications, D	8.31
Telephone Expense	01/27/06	Telecommunications, D	0.38
Telephone Expense	01/27/06	Telecommunications, D	2.79
Telephone Expense	01/27/06	Telecommunications, D	3.41
Telephone Expense	01/27/06	Telecommunications, D	0.10
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$22.00</b>
Lexis/Nexis	01/09/06	Zaltzman H	218.61
Lexis/Nexis	01/10/06	Ziegler VE	21.13
Lexis/Nexis	01/10/06	Zaltzman H	74.99
Lexis/Nexis	01/11/06	Zaltzman H	710.29
Lexis/Nexis	01/17/06	Zaltzman H	705.41
Lexis/Nexis	01/20/06	Springer DE	49.28
Lexis/Nexis	01/23/06	Stuart NL	34.34
Lexis/Nexis	01/26/06	Zaltzman H	632.28
Lexis/Nexis	01/27/06	Zaltzman H	385.21
Lexis/Nexis	01/28/06	Zaltzman H	148.35
Lexis/Nexis	01/28/06	Springer DE	14.31
Lexis/Nexis	01/29/06	Zaltzman H	16.26
Lexis/Nexis	01/29/06	Springer DE	9.54
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$3,020.00</b>
Westlaw	01/03/06	Heather JL	402.14
Westlaw	01/06/06	MacDonald N	109.39
Westlaw	01/09/06	Ziegler VE	140.40
Westlaw	01/09/06	Guzzardo J	55.85
Westlaw	01/09/06	Campanario ND	75.46
Westlaw	01/10/06	Ziegler VE	65.68
Westlaw	01/10/06	Shivakumar D	127.91
Westlaw	01/11/06	Herriott AV	44.74
Westlaw	01/11/06	Campanario ND	109.74
Westlaw	01/12/06	Herriott AV	160.51
Westlaw	01/12/06	Shivakumar D	348.63
Westlaw	01/13/06	Guzzardo J	152.87
Westlaw	01/16/06	Guzzardo J	227.44
Westlaw	01/17/06	Ziegler VE	204.05
Westlaw	01/17/06	Shivakumar D	559.50

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Westlaw	01/18/06	Shivakumar D	497.60
Westlaw	01/19/06	Ziegler VE	9.77
Westlaw	01/19/06	Shivakumar D	366.23
Westlaw	01/20/06	Stuart NL	90.93
Westlaw	01/20/06	Rohner WM	282.53
Westlaw	01/23/06	MacDonald N	12.61
Westlaw	01/24/06	Stuart NL	57.54
Westlaw	01/25/06	Stuart NL	13.85
Westlaw	01/25/06	MacDonald N	509.40
Westlaw	01/25/06	Rohner WM	152.70
Westlaw	01/26/06	MacDonald N	442.34
Westlaw	01/27/06	MacDonald N	49.37
Westlaw	01/28/06	Rohner WM	217.32
Westlaw	01/28/06	Stuart NL	149.16
Westlaw	01/29/06	Rohner WM	312.85
Westlaw	01/29/06	Stuart NL	57.54
Westlaw	01/30/06	Stuart NL	19.18
Westlaw	01/31/06	Stuart NL	39.77
		<b>TOTAL WESTLAW</b>	<b>\$6,065.00</b>
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	12.00
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$12.00</b>
Air/Rail Travel (external)	01/19/06	Butler, Jr. J	619.00
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$619.00</b>
Out-of-Town Travel	01/19/06	Butler, Jr. J	32.00
Out-of-Town Travel	01/19/06	Butler, Jr. J	102.31
Out-of-Town Travel	01/19/06	Butler, Jr. J	272.01
Out-of-Town Travel	01/19/06	Butler, Jr. J	19.00
Out-of-Town Travel	01/25/06	Stuart NL	40.00
Out-of-Town Travel	01/26/06	Stuart NL	141.25
Out-of-Town Travel	01/27/06	Stuart NL	212.80
Out-of-Town Travel	01/27/06	Stuart NL	236.10
Out-of-Town Travel	01/28/06	Stuart NL	40.00

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Travel	01/30/06	Kahn MT	70.00
Out-of-Town Travel	01/30/06	Kahn MT	638.43
Out-of-Town Travel	01/30/06	Olasky P	263.99
Out-of-Town Travel	01/30/06	Olasky P	606.79
Out-of-Town Travel	01/31/06	Zaltzman H	80.00
Out-of-Town Travel	01/31/06	Olasky P	30.00
Out-of-Town Travel	01/31/06	Zaltzman H	404.32
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$3,189.00</b>
Messengers/ Courier	01/18/06	Dist Serv/Mail/Page, D	12.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$12.00</b>
Out-of-Town Meals	01/19/06	Butler, Jr. J	27.02
Out-of-Town Meals	01/26/06	Stuart NL	28.96
Out-of-Town Meals	01/30/06	Kahn MT	4.69
Out-of-Town Meals	01/30/06	Kahn MT	1.50
Out-of-Town Meals	01/30/06	Kahn MT	45.04
Out-of-Town Meals	01/30/06	Olasky P	35.60
Out-of-Town Meals	01/30/06	Stuart NL	33.42
Out-of-Town Meals	01/31/06	Zaltzman H	10.08
Out-of-Town Meals	01/31/06	Zaltzman H	11.69
Out-of-Town Meals	01/31/06	Olasky P	153.21
Out-of-Town Meals	01/31/06	Stuart NL	38.19
Out-of-Town Meals	01/31/06	Stuart NL	6.96
Out-of-Town Meals	01/31/06	Kahn MT	3.47
Out-of-Town Meals	01/31/06	Kahn MT	11.06
Out-of-Town Meals	01/31/06	Kahn MT	9.11
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$420.00</b>
Contracted Catering-NY	01/20/06	Marafioti KA	179.00
		<b>TOTAL CONTRACTED CATERING-NY</b>	<b>\$179.00</b>
		<b>TOTAL MATTER</b>	<b>\$18,772.00</b>

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<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-6  
CREDITOR MEETINGS/ STATUTORY COMMITTEES  
765.9 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Creditor Meetings/ Statutory Committees

Bill Date: 12/30/05  
Bill Number: 1091378

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/13/05	0.60	CONTINUE TO PREPARE FOR OCTOBER 17TH ORGANIZATIONAL MEETING FOR CREDITORS COMMITTEE IN NEW YORK CITY INCLUDING EMAILS FROM/TO A. LEONHARD AND T. DAVIS RE SAME (0.6).
BUTLER, JR. J	10/14/05	3.60	CONTINUE TO PREPARE FOR OCTOBER 17TH ORGANIZATIONAL MEETING FOR CREDITORS COMMITTEE IN NEW YORK CITY INCLUDING PREPARE FOR (0.4) AND TELECONFERENCE WITH (0.7) D. MARTINI, A. LEONHARD AND T. DAVIS RE SAME; SEVERAL WORKING GROUP TELECONFERENCES RE SAME (0.8, 0.3); REVIEW WRITTEN RESPONSES TO UST INQUIRIES (0.4); BEGIN TO REVIEW PRESENTATION MATERIALS (0.6); PREPARE EMAIL TO A. LEONARD AND T. DAVIS RE TOP TRADE CREDITORS (0.4).
BUTLER, JR. J	10/15/05	1.10	CONTINUE TO PREPARE FOR OCTOBER 17TH ORGANIZATIONAL MEETING FOR CREDITORS COMMITTEE IN NEW YORK CITY (0.4); REVIEW AND FINALIZE PRESENTATION MATERIALS (0.7).
BUTLER, JR. J	10/16/05	0.70	CONTINUE TO PREPARE FOR OCTOBER 17TH ORGANIZATIONAL MEETING FOR CREDITORS COMMITTEE IN NEW YORK CITY (0.3); REVIEW AND FINALIZE PRESENTATION MATERIALS (0.4).
BUTLER, JR. J	10/17/05	5.40	PREPARE FOR (0.9) AND ATTEND (4.3) ORGANIZATIONAL MEETING FOR CREDITORS COMMITTEE IN NEW YORK CITY (INCLUDING MEETINGS WITH COMPANY, UST AND VARIOUS CREDITORS); EMAILS TO/FROM R. ROSENBERG RE COUNSEL ENGAGEMENT AND NEXT STEPS (0.2).
BUTLER, JR. J	10/19/05	0.90	BEGIN TO WORK ON CREDITORS COMMITTEE MEETING SCHEDULE AND INFORMATION MATTERS (0.2); PREPARE FOR (0.2) AND PARTICIPATE IN (0.3) MEETINGS AT COMPANY IN TROY WITH SENIOR MANAGEMENT RE CREDITORS' COMMITTEE MATTERS; EMAILS FROM/TO M. LOEB RE UCC MATTERS (0.2).
BUTLER, JR. J	10/20/05	1.40	REVIEW AND REVISE COMMITTEE CONFIDENTIALITY AGREEMENT (0.6); EMAILS TO/FROM R. ROSENBERG RE SAME (0.3); BEGIN TO PREPARE FOR OCTOBER 25TH CREDITORS COMMITTEE MEETING INCLUDING EMAILS WITH R. ROSENBERG, D. SHERBIN, J. SHEEHAN, R. EISENBERG (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	10/21/05	0.60	CONTINUE TO PREPARE FOR OCTOBER 25TH CREDITORS COMMITTEE MEETING IN NEW YORK CITY INCLUDING REVIEW OF EMAIL INFORMATION REQUESTS FROM R. ROSENBERG (0.6).
BUTLER, JR. J	10/23/05	0.80	CONTINUE TO PREPARE FOR OCTOBER 25TH CREDITORS COMMITTEE MEETING IN NEW YORK CITY INCLUDING REVIEW AND REVISION OF PRESENTATION MATERIALS (0.8).
BUTLER, JR. J	10/24/05	2.30	CONTINUE TO PREPARE FOR OCTOBER 25TH CREDITORS COMMITTEE MEETING IN NEW YORK CITY INCLUDING REVIEW AND REVISION OF PRESENTATION MATERIALS (1.1); TELECONFERENCE WITH R. ROSENBERG (0.3); EMAILS FROM/TO R. ROSENBERG (0.2); AND MEETINGS WITH SENIOR MANAGEMENT TEAM IN TROY (0.7).
BUTLER, JR. J	10/25/05	3.20	PREPARE FOR (1.3) AND ATTEND (1.9) DELPHI CREDITORS COMMITTEE MEETING IN NEW YORK CITY.
BUTLER, JR. J	10/26/05	0.80	RECEIVE AND REVIEW 98 ITEM MESIROW INFORMATION REQUEST (0.6); CONFERENCES WITH J. SHEEHAN AND R. EISENBERG RE SAME (0.2).
BUTLER, JR. J	11/02/05	0.40	TELECONFERENCE WITH R. EISENBERG RE DUE DILIGENCE MATTERS AND UCC INFORMATION REQUESTS (0.3); TELECONFERENCE WITH R. ROSENBERG RE NOVEMBER 17TH COMMITTEE MEETING AND RELATED MATTERS (0.1).
BUTLER, JR. J	11/04/05	0.60	CONFERENCE WITH R. ROSENBERG RE NOVEMBER 17TH CREDITORS COMMITTEE MEETING AND COMPOSITION OF COMMITTEE (0.3); BEGIN TO WORK ON AGENDA FOR NOVEMBER 17TH CREDITORS COMMITTEE MEETING WITH J. SHEEHAN IN NEW YORK CITY (0.3).
BUTLER, JR. J	11/06/05	0.40	EMAILS FROM/TO R. ROSENBERG AND J. SHEEHAN RE NOVEMBER 17TH CREDITORS COMMITTEE MEETING IN NEW YORK CITY (0.4).
BUTLER, JR. J	11/07/05	0.70	EMAILS FROM/TO AND TELECONFERENCE WITH R. ROSENBERG RE NOVEMBER 17TH CREDITORS COMMITTEE MEETING (0.3); CONTINUE TO WORK ON AGENDA FOR SAME (0.4).
BUTLER, JR. J	11/08/05	0.40	TELECONFERENCE WITH R. ROSENBERG RE NOVEMBER 17TH CREDITORS COMMITTEE MEETING (0.4).
BUTLER, JR. J	11/09/05	0.30	REVIEW AND EVALUATE JEFFERIES INFORMATION REQUESTS (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	11/10/05	1.50	EMAILS FROM/TO R. ROSENBERG REGARDING DISCLOSURE OF UCC BYLAWS TO DEBTORS (0.2); EMAIL TO A. LEONHARD RE NOVEMBER 7TH APPALOOSA REQUEST FOR APPOINTMENT OF AN EQUITY COMMITTEE (0.2); REVIEW SAME (0.4); REVIEW MESIROW INFORMATION REQUEST LIST (0.3); WORKING GROUP TELECONFERENCE RE SAME (0.4).
BUTLER, JR. J	11/11/05	1.70	EMAILS FROM/TO R. ROSENBERG REGARDING NOVEMBER 17TH AGENDA ITEMS (0.2); REVIEW AND FOLLOW-UP ON SAME (0.5); EMAILS FROM/TO T. LAURIA AND R. ROSENBERG RE EQUITY COMMITTEE REQUEST (0.2); REVIEW FTI RESPONSE RE INFORMATION REQUESTS (0.2); REVIEW MOTIONS FOR APPOINTMENT OF RETIREE COMMITTEES (0.4); EMAILS FROM/TO T. JERMAN RE SAME (0.2).
BUTLER, JR. J	11/13/05	1.20	CONTINUE TO PREPARE FOR NOVEMBER 17TH CREDITORS COMMITTEE MEETING IN NEW YORK CITY INCLUDING REVIEW AND REVISE PRESENTATION MATERIALS (0.9); TELECONFERENCE WITH R. ROSENBERG RE CREDITORS COMMITTEE MATTERS INCLUDING VENDOR CONTRACT EXTENSIONS/RENEWALS AND KECP MATTERS (0.3).
BUTLER, JR. J	11/14/05	1.10	CONTINUE TO PREPARE FOR NOVEMBER 17TH CREDITORS COMMITTEE MEETING IN NEW YORK CITY INCLUDING REVIEW AND REVISE PRESENTATION MATERIALS (0.4); TELECONFERENCE WITH R. ROSENBERG RE CREDITORS COMMITTEE MATTERS (0.2); WORK ON DRAFT LETTER TO UNITED STATES TRUSTEE RE ADDITIONAL UCC MEMBERS (0.3); CONTINUE TO EVALUATE REQUEST FOR EQUITY COMMITTEE APPOINTMENT AND NEXT STEPS (0.2).
BUTLER, JR. J	11/15/05	0.60	CONTINUE TO PREPARE FOR NOVEMBER 17 CREDITORS COMMITTEE MEETING IN NEW YORK CITY INCLUDING REVIEW AND REVISE PRESENTATION MATERIALS (0.3) AND TELECONFERENCE WITH D. SHERBIN AND S. CORCORAN (0.3).
BUTLER, JR. J	11/16/05	6.30	CONTINUE TO PREPARE FOR NOVEMBER 17TH CREDITORS COMMITTEE MEETING IN NEW YORK CITY INCLUDING FINALIZE PRESENTATION MATERIALS (0.9); PREPARE FOR (0.7) AND ATTEND (1.5) PRE-MEETING WITH UCC LEADERSHIP AND PROFESSIONALS IN NEW YORK CITY; ATTEND CREDITORS COMMITTEE DINNER IN NEW YORK CITY (3.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	11/17/05	6.50	PREPARE FOR (1.9) AND ATTEND (3.8) CREDITORS COMMITTEE MEETING IN NEW YORK CITY INCLUDING FINALIZE PRESENTATION MATERIALS; ATTEND POST-MEETING DEBRIEFING WITH COMMITTEE PROFESSIONALS (0.8).
BUTLER, JR. J	11/22/05	0.20	TELECONFERENCE WITH D. MARTINI RE CREDITORS' COMMITTEE COMPOSITION AND CONFIDENTIALITY MATTERS (0.2).
BUTLER, JR. J	11/23/05	0.40	TELECONFERENCE WITH S. REISMAN RE COMMITTEE MATTERS (0.3); EMAILS FROM/TO S. REISMAN AND R. MASON RE NOVEMBER 28TH MEETING IN NEW YORK CITY (0.1).
BUTLER, JR. J	11/27/05	0.40	EMAILS FROM/TO R. ROSENBERG, R. MASON AND S. REISMAN (CO-CHAIRS COUNSEL) RE LINES OF COMMUNICATIONS (0.4).
BUTLER, JR. J	11/28/05	2.50	PREPARE FOR (0.2) AND ATTEND (1.7) MEETING WITH R. MASON AND S. REISMAN (CO-CHAIRS COUNSEL) RE UCC MATTERS; RECEIVE FROM T. LAURIA AND REVIEW ADDITIONAL LETTER FOR BOARD OF DIRECTORS RE REQUEST FOR APPOINTMENT OF EQUITY COMMITTEE (0.3); EMAILS FROM/TO R. ROSENBERG RE LINES OF COMMUNICATIONS (0.3).
BUTLER, JR. J	11/29/05	0.40	CONTINUE TO WORK ON OUTLINE OF RESPONSE TO UNITED STATES TRUSTEE RE CREDITORS COMMITTEE COMPOSITION MATTERS (0.3); CONFERENCE WITH A. LEONHARD AND EMAIL FROM D. MARTINI RE SAME (0.1).
BUTLER, JR. J	11/30/05	1.20	BEGIN TO PREPARE FOR DECEMBER 9TH CREDITORS COMMITTEE MEETING IN TROY, MICHIGAN INCLUDING MEETING WITH R. EISENBERG AND S. KING AT COMPANY IN TROY (0.3); REVIEW PRESENTATION MATERIALS FOR DECEMBER 1-2 FINANCIAL ADVISOR MEETINGS IN TROY (0.6); CONFERENCE WITH D. SHERBIN AND J. SHEEHAN RE SAME (0.2); TELECONFERENCE WITH S. CORCORAN RE SAME (0.1).
		<b>48.20</b>	
COCHRAN EL	11/15/05	1.70	REVIEW AND COMMENT ON CREDITORS COMMITTEE PRESENTATION (1.7).
		1.70	
LEFF NM	11/20/05	1.00	REVIEW PRESENTATION TO CREDITORS COMMITTEE RE KECP (1.0).
		1.00	
MARAFIOTI KA	10/17/05	5.30	PREPARE CLIENT FOR ORGANIZATIONAL MEETING OF CREDITORS (1.0); ATTEND ORGANIZATION MEETING (4.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	10/21/05	0.10	REVIEWED CORRESPONDENCE FROM COMMITTEE COUNSEL (0.1).
MARAFIOTI KA	10/25/05	3.50	ATTENDED MEETING OF UNSECURED CREDITORS' COMMITTEE AND COUNSEL AND ADVISORS AND DELPHI SENIOR MANAGEMENT (2.0); REVIEWED COMMITTEE COMMITTEE REQUESTS RE VARIOUS MATTERS (0.3); FOLLOWUP CONFERENCES WITH FTI, ROTHSCHILD, & TOGUT (0.5); REVIEWED COMMITTEE OBJECTIONS AND STATEMENTS FILED IN CONNECTION WITH 10/27 HEARINGS (0.7).
MARAFIOTI KA	10/28/05	0.20	REVIEWED CORRESPONDENCE FROM COMMITTEE COUNSEL (0.2).
MARAFIOTI KA	11/01/05	0.10	REVIEWED CORRESPONDENCE FROM COMMITTEE (0.1).
MARAFIOTI KA	11/02/05	0.10	CORRESPONDENCE RE COMMITTEE POSITIONS ON 11/4 HEARING (0.1).
MARAFIOTI KA	11/03/05	0.30	REVIEW COMMITTEE CORRESPONDENCE (0.3).
MARAFIOTI KA	11/11/05	0.40	TELECONFERENCES WITH M. BROUDE (0.2); CORRESPONDENCE FROM COMMITTEE RE AGENDA FOR MEETING (0.2).
MARAFIOTI KA	11/13/05	0.20	CORRESPONDENCE RE CREDITORS' COMMITTEE (0.2).
MARAFIOTI KA	11/14/05	1.60	CONTINUED REVIEW AND REVISION OF CREDITORS' COMMITTEE PRESENTATION MATERIAL (1.6).
MARAFIOTI KA	11/15/05	0.10	REVIEWED COMMITTEE CORRESPONDENCE (0.1).
MARAFIOTI KA	11/16/05	5.70	MEETING OF LEADERSHIP GROUP OF COMMITTEE (1.5) ; CREDITORS COMMITTEE DINNER MEETING (4.0); CORRESPONDENCE RE PENDING MATTERS (0.2).
MARAFIOTI KA	11/17/05	7.30	MEETING WITH CLIENT IN PREPARATION FOR CREDITORS' COMMITTEE MEETING (1.8); ATTENDED CREDITORS' COMMITTEE MEETING (4.6); FOLLOWUP MEETING WITH COMPANY (0.4); MEETING WITH B. ROSENBERG, B. DERROUGH (0.5).
MARAFIOTI KA	11/21/05	0.90	TELECONFERENCE WITH S. RIEMER RE CASE MANAGEMENT PROCEDURES (0.3); REVIEW CASE MANAGEMENT ORDER (0.1); TELECONFERENCE WITH J. LE RE SAME (0.1); REVIEW AND REVISE OBJECTION TO MOTION FOR APPOINTMENT OF RETIREE COMMITTEE FOR NON-CBA EMPLOYEES (0.4).
MARAFIOTI KA	11/22/05	0.40	FURTHER REVISIONS TO OBJECTION TO REQUEST FOR NON-CBA RETIREE COMMITTEE (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

		<b>26.20</b>	
<b>Total Partner</b>		<b>77.10</b>	
MATZ TJ	10/13/05	1.20	REVIEWING AND REVISING NOTICE OF COMMENCEMENT OF CASES/341 NOTICE (1.2).
MATZ TJ	10/14/05	1.30	PREPARATIONS FOR ORGANIZATIONAL MEETING (0.8); TELECONFERENCES WITH U.S. TRUSTEE AND CLERK'S OFFICE RE 341 NOTICE (0.5).
MATZ TJ	10/16/05	1.50	CONTINUING PREPARATION FOR ORGANIZATIONAL MEETING INCLUDING MATERIALS (1.5).
MATZ TJ	10/17/05	6.10	PREPARATION FOR AND ATTENDING ORGANIZATIONAL MEETING FOR CREDITORS' COMMITTEE (6.1).
MATZ TJ	10/18/05	0.50	FINALIZE REVISIONS FOR ADDITIONAL DEBTORS TO NOTICE OF COMMENCEMENT/341 MEETING FOR APPROVAL BY U.S. TRUSTEE AND OFFICE OF THE CLERK (0.5).
MATZ TJ	10/19/05	1.20	CORRESPONDENCE RE USW UNION AS RETIREE REPRESENTATIVE (0.1); TELECONFERENCES WITH M. BRONDE RE FIRST-DAY BINDERS AND RELATED MATERIALS AND FOLLOW UP RE SAME (0.6); CORRESPONDENCE AND TELECONFERENCE WITH U.S. TRUSTEE AND CLERK'S OFFICE RE 341 NOTICE OF COMMENCEMENT (0.5).
MATZ TJ	10/20/05	0.40	REVIEW AND COMMENT ON COMMITTEE AND ADVISORS CONFIDENTIALITY AGREEMENT (0.4).
MATZ TJ	11/10/05	0.50	REVIEW AND REVISE U.S. TRUSTEE'S LETTER FORMATION OF EQUITY COMMITTEE (0.5).
MATZ TJ	11/14/05	0.80	REVIEW AND COMMENT ON UCC PRESENTATION (0.8).
MATZ TJ	11/16/05	5.20	ATTENDING SENIOR STRATEGY MEETING WITH UNSECURED CREDITORS' COMMITTEE (1.2); ATTENDING CREDITORS' COMMITTEE DINNER MEETING (4.0).
MATZ TJ	11/17/05	7.80	PREPARATION FOR CREDITOR'S COMMITTEE MEETING (1.9); ATTEND CREDITORS' COMMITTEE MEETING (4.6); FOLLOW UP STRATEGY MEETING RE SAME (1.3).
		<b>26.50</b>	
<b>Total Counsel</b>		<b>26.50</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	10/13/05	2.20	DRAFTING, REVIEWING, AND REVISING NOTICE OF COMMENCEMENT OF CASES/341 NOTICE (1.2); REVIEWED AND REVISED OTHER FIRST DAY ORDERS (1.0).
DE ELIZALDE D	10/17/05	3.30	PREPARED FOR CREDITORS' ORGANIZATIONAL MEETING (1.5); ATTENDED CREDITORS' ORGANIZATIONAL MEETING (1.8).
DE ELIZALDE D	10/18/05	1.20	REVIEWED AND REVISED 341 NOTICE AND SENT IT TO COURT FOR APPROVAL (1.2).
DE ELIZALDE D	10/21/05	0.50	ASSISTED WITH MEETING OF CREDITORS AT SKADDEN (0.5).
DE ELIZALDE D	10/24/05	1.20	ASSISTED WITH MEETING OF CREDITORS AT SKADDEN (1.2).
DE ELIZALDE D	11/14/05	1.50	ASSISTED WITH MEETING OF UNSECURED CREDITORS COMMITTEE (1.5).
		<b>9.90</b>	
HERRIOTT AV	10/21/05	4.10	BEGIN DRAFTING COMMITTEE PRESENTATION (4.1).
HERRIOTT AV	10/22/05	6.60	CONTINUE DRAFTING AND EDITING UNSECURED CREDITOR COMMITTEE PRESENTATION (6.6).
HERRIOTT AV	10/23/05	1.20	EDIT UNSECURED CREDITOR COMMITTEE PRESENTATION (1.2).
HERRIOTT AV	10/24/05	7.40	CONTINUE DRAFTING AND EDITING UNSECURED CREDITOR COMMITTEE PRESENTATION (7.4).
HERRIOTT AV	11/08/05	0.60	BEGIN DRAFTING SECOND CREDITORS' COMMITTEE PRESENTATION (0.6).
HERRIOTT AV	11/09/05	0.80	EDIT COMMITTEE PRESENTATION (0.8).
HERRIOTT AV	11/10/05	6.40	CONTINUE DRAFTING AND EDITING PRESENTATION FOR UNSECURED CREDITORS COMMITTEE (6.4).
HERRIOTT AV	11/11/05	14.70	DRAFT, EDIT, AND COORDINATE COMPILATION OF MODULES FOR THE CREDITORS' COMMITTEE PRESENTATION (14.7).
HERRIOTT AV	11/12/05	0.80	REVIEW AND REVISE CREDITORS' COMMITTEE PRESENTATION (0.8).
HERRIOTT AV	11/13/05	5.90	REVIEW AND REVISE CREDITORS' COMMITTEE PRESENTATION (5.9).
HERRIOTT AV	11/14/05	2.20	CONTINUE DRAFTING AND EDITING COMMITTEE PRESENTATION (2.2).
HERRIOTT AV	11/15/05	6.50	EDIT CREDITORS COMMITTEE PRESENTATION (6.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	11/16/05	3.70	EDIT UNSECURED CREDITORS' COMMITTEE PRESENTATION (3.7).
HERRIOTT AV	11/30/05	1.20	BEGIN DRAFTING THIRD CREDITOR COMMITTEE PRESENTATION (1.2).
		<b>62.10</b>	
MEISLER RE	10/14/05	0.50	ASSISTED IN PREPARATIONS FOR ORGANIZATIONAL MEETING (0.5).
MEISLER RE	10/19/05	0.60	REVIEW AND COMMENT ON CONFIDENTIALITY AGREEMENT RE COMMITTEE (0.6).
MEISLER RE	10/20/05	1.70	REVIEWED AND REVISED CONFIDENTIALITY AGREEMENT (1.5); DRAFTED CORRESPONDENCE TO B. ROSENBERG RE SAME (0.2).
MEISLER RE	10/21/05	1.90	REVIEWED AND COMMENTED UPON 341 NOTICE (0.5); TELECONFERENCES WITH KCC RE SAME (0.2); REVIEW UCC PRESENTATION (0.8); REVIEW STATUS OF CONFIDENTIALITY AGREEMENT AND CORRESPONDED WITH H. BAER RE SAME (0.3); TELECONFERENCE WITH H. BAER RE SAME (0.1).
MEISLER RE	10/22/05	2.90	TELECONFERENCE WITH R. EISENBERG AND J. GUGLIELMO RE UCC PRESENTATION (0.5); CONTINUED WORKING ON UCC PRESENTATION (2.4).
MEISLER RE	10/23/05	3.70	REVIEWED AND COMMENTED ON UCC PRESENTATION (3.5); TELECONFERENCE WITH E. KURTZMAN RE 341 NOTICE (0.2).
MEISLER RE	10/24/05	3.20	CONTINUED TO REVIEW AND REVISE COMMITTEE PRESENTATION (3.2).
MEISLER RE	10/25/05	5.80	FINALIZED COMMITTEE PRESENTATION (3.8); ATTENDED COMMITTEE MEETING (2.0).
MEISLER RE	10/28/05	2.00	REVIEW MESIROW DILIGENCE REQUEST (0.5); PARTICIPATED ON TELECONFERENCE WITH J. SHEEHAN AND FTI RE SAME (1.5).
MEISLER RE	10/29/05	0.90	CONTINUED REVIEW OF MESIROW DILIGENCE REQUEST (0.5); TELECONFERENCE WITH R. EISENBERG RE MESIROW DILIGENCE REQUEST (0.4).
MEISLER RE	11/08/05	1.30	CONTINUED TO REVIEW MESIROW DATA REQUEST (1.0); REVIEWED APPALOOSA REQUEST RE EQUITY COMMITTEE (0.3).
MEISLER RE	11/10/05	3.60	BEGAN WORKING ON SECOND COMMITTEE PRESENTATION (3.2); CONFERENCE WITH R. EISENBERG RE SAME (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	11/11/05	7.70	REVIEWED AND REVISED COMMITTEE PRESENTATION (6.1); TELECONFERENCE WITH J. SHEEHAN RE SAME (0.3); TELECONFERENCE WITH B. EICHENLAUB RE SAME (0.4); TELECONFERENCE WITH B. SHAW, A. FRANKUM RE SAME (0.9).
MEISLER RE	11/12/05	1.20	TELECONFERENCE WITH B. EICHENLAUB RE UCC PRESENTATION (0.2); TELECONFERENCE WITH N. TORRACO RE SAME (0.1); WORKED ON REVISIONS TO UCC PRESENTATION (0.9).
MEISLER RE	11/13/05	2.50	REVIEWED UCC PRESENTATION (2.5).
MEISLER RE	11/14/05	1.50	CONTINUED EDITING UCC PRESENTATION (1.5).
MEISLER RE	11/15/05	3.90	CONTINUED TO REVIEW AND REVISE COMMITTEE PRESENTATION (3.9).
MEISLER RE	11/16/05	8.50	REVIEWED AND REVISED COMMITTEE PRESENTATION (2.9); STRATEGY CONFERENCE WITH DELPHI AND INTERNAL TEAM RE COMMITTEE MEETING (1.6); ATTENDED COMMITTEE DINNER (4.0).
MEISLER RE	11/17/05	4.90	CONTINUED TO PREPARE FOR COMMITTEE MEETING (0.8); ATTEND SAME (4.1).
MEISLER RE	11/21/05	0.20	TELECONFERENCES WITH H. BAER RE COMMITTEE INQUIRY (0.2).
MEISLER RE	11/28/05	0.40	TELECONFERENCE WITH R. O'NEAL AND M. WEBER RE CREDITORS' COMMITTEE PRESENTATION (0.2); TELECONFERENCE WITH J. GUGLIELMO RE SAME (0.2).
		<b>58.90</b>	
REESE RG	10/12/05	3.40	BEGIN DRAFT OF CREDITORS COMMITTEE FORMATION MEETING PRESENTATION (3.4).
REESE RG	10/13/05	3.20	CONTINUE DRAFTING CREDITORS COMMITTEE ORGANIZATIONAL MEETING PRESENTATION (3.2).
REESE RG	10/15/05	2.80	REVISE AND CIRCULATE CREDITORS COMMITTEE FORMATION MEETING PRESENTATION (2.8).
REESE RG	10/16/05	1.30	FINALIZE PRESENTATION FOR COMMITTEE FORMATION MEETING (1.3).
REESE RG	10/21/05	2.30	BEGIN DRAFTING PRESENTATION FOR UPCOMING CREDITORS' COMMITTEE MEETING (2.3).
REESE RG	10/22/05	8.30	CONTINUE WORK ON PRESENTATION FOR UPCOMING UNSECURED CREDITORS COMMITTEE MEETING (8.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	10/23/05	4.40	CONTINUE DRAFTING/REVISING MATERIALS FOR UPCOMING UNSECURED CREDITORS COMMITTEE MEETING (4.4).
REESE RG	10/24/05	6.70	CONTINUE WORK ON DRAFTING/REVISING CREDITORS' COMMITTEE PRESENTATION MATERIALS (6.7).
REESE RG	11/10/05	2.30	WORK ON PRESENTATION MATERIALS FOR SECOND UCC MEETING (2.3).
		<b>34.70</b>	
TOUSSI S	10/17/05	1.20	ADDRESS AND RESOLVE ISSUES RE MEETING OF CREDITORS (0.8); ADDRESS ISSUES RE MEETING OF CREDITORS AND VARIOUS TELECONFERENCES RE SAME (0.4).
TOUSSI S	10/19/05	3.00	ADDRESS ISSUES RE CREDITORS AND PREPARING CONFIDENTIALITY AGREEMENT FOR CREDITORS' COMMITTEE (2.5); VARIOUS TELECONFERENCES WITH COMPANY RE SAME (0.5).
TOUSSI S	10/20/05	2.20	FOLLOW-UP ISSUES RE CONFIDENTIALITY AGREEMENT FOR MEMBERS OF CREDITORS' COMMITTEE (1.0); EDIT AND REVISE SAME BASED ON COMMENTS FROM COMPANY AND OTHERS (1.2).
TOUSSI S	11/08/05	0.90	REVIEW FILING BY POTENTIAL EQUITY COMMITTEE (0.2); FOLLOW UP ISSUES TO ADDRESS SAME, INCLUDING REVIEWING RESPONSES BY OTHER SDNY DEBTORS (0.7).
TOUSSI S	11/10/05	3.10	ASSEMBLE MATERIALS RE REQUEST FOR EQUITY COMMITTEE (0.7); REVIEW TRANSCRIPTS IN DRAIN CASES RE MOTIONS TO APPOINT EQUITY COMMITTEES (0.7); ADDRESS ISSUES RE COMMITTEE PRESENTATION (0.7); DRAFT AND REVISE VARIOUS SECTIONS (1.0).
TOUSSI S	11/11/05	5.30	REVIEW EQUITY COMMITTEE REQUEST AND RECENT REQUESTS IN OTHER DRAIN AND SDNY CASES, INCLUDING LORAL (0.8); DRAFT PROPOSED RESPONSE LETTER TO REQUEST FOR AN EQUITY COMMITTEE (1.5); EDIT AND REVISE VARIOUS SECTIONS OF CREDITORS' COMMITTEE PRESENTATION (2.5); VARIOUS TELECONFERENCES WITH FTI AND INTERNALLY RE SAME (0.5).
TOUSSI S	11/17/05	0.60	REVIEW CREDITORS COMMITTEE PRESENTATION AND ADDRESS ISSUES RE SAME (0.6).
		<b>16.30</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	10/16/05	5.80	ORGANIZE MATERIALS FOR CREDITORS' MEETING (1.3); REVIEW PRESENTATION (2.0); VARIOUS TELECONFERENCES AND MEETING WITH OUTSIDE VENDORS RE REVIEW OF SAMPLE FOR PRESENTATION (2.5).
ZIEGLER VE	10/17/05	2.80	ORGANIZE MATERIALS FOR CREDITORS' MEETING (2.8).
		8.60	
<b>Total Associate</b>		<b>190.50</b>	
DEMMA J	11/14/05	2.10	PREPARE/UPDATE MATERIALS OF CREDITORS COMMITTEE PRESENTATIONS FOR DISTRIBUTION (2.1).
DEMMA J	11/22/05	1.10	UPDATE MATERIALS FROM NOVEMBER 21, 2005 CREDITORS MEETING (1.1).
		3.20	
SALAZAR AG	10/17/05	4.00	ASSIST AND ATTEND CREDITORS MEETING AND COVER SIGN-IN TABLES (4.0).
		4.00	
ZSOLDOS AF	10/17/05	0.80	PREPARE PRESENTATIONS FOR CREDITORS MEETING (0.8).
ZSOLDOS AF	10/24/05	3.60	PREPARE CREDITOR COMMITTEE PRESENTATION (3.6).
ZSOLDOS AF	10/25/05	3.20	PAGE-CHECK CREDITOR COMMITTEE PRESENTATIONS (1.8); MISCELLANEOUS ACTIVITIES IN PREPARATION FOR SAME (1.0); PREPARE AND DISTRIBUTE SIGN-IN SHEET FOR CREDITORS COMMITTEE MEETING (0.4).
ZSOLDOS AF	11/15/05	0.50	COORDINATE CREDITOR COMMITTEE PRESENTATION (0.5).
ZSOLDOS AF	11/16/05	3.20	REVIEW CREDITORS' COMMITTEE PRESENTATION (3.2).
ZSOLDOS AF	11/17/05	2.10	PREPARE FOR CREDITORS COMMITTEE MEETING (2.1).
		13.40	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Total Legal Assistant</b>	<b>20.60</b>	
ROMAN JJ	10/17/05	3.70 ASSIST WITH PREPARATION AND DELIVERY OF DOCUMENTS AND PRESENTATION MATERIALS FOR MARRIOTT MARQUIS CONFERENCES RE COMMITTEE AND TRUSTEE MEETINGS (3.7) .
		<b>3.70</b>
<b>Total Legal Assistant Support</b>		<b>3.70</b>
<b>TOTAL TIME</b>		<b><u>318.40</u></b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Creditor Meetings/ Statutory Committees**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	10/28/05	Copy Center, D	74.87
In-house Reproduction	11/18/05	Copy Center, D	5.13
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$80.00</b>
Telephone Expense	10/28/05	Telecommunications, D	1.20
Telephone Expense	10/28/05	Telecommunications, D	1.87
Telephone Expense	10/28/05	Telecommunications, D	0.34
Telephone Expense	11/23/05	Telecommunications, D	4.05
Telephone Expense	11/23/05	Telecommunications, D	6.53
Telephone Expense	11/23/05	Telecommunications, D	0.97
Telephone Expense	11/23/05	Telecommunications, D	0.04
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$15.00</b>
Reproduction - color	10/23/05	Copy Center, D	82.00
Reproduction - color	10/25/05	Copy Center, D	82.50
Reproduction - color	10/25/05	Copy Center, D	3.00
Reproduction - color	11/12/05	Copy Center, D	42.50
Reproduction - color	11/14/05	Copy Center, D	222.00
Reproduction - color	11/15/05	Copy Center, D	9.00
Reproduction - color	11/18/05	Copy Center, D	3,078.50
Reproduction - color	11/22/05	Copy Center, D	0.50
Reproduction - color	11/29/05	Copy Center, D	150.00
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$3,670.00</b>
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	22.59
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	22.42
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	2.29
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.49
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.32
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	5.01

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	109.35
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	20.38
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	0.66
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	16.49
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$200.00</b>
Air/Rail Travel (external)	10/16/05	Butler, Jr. J	609.16
Air/Rail Travel (external)	10/24/05	Butler, Jr. J	124.17
Air/Rail Travel (external)	11/14/05	Butler, Jr. J	176.67
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$910.00</b>
Out-of-Town Travel	10/16/05	Butler, Jr. J	26.00
Out-of-Town Travel	10/16/05	Butler, Jr. J	480.52
Out-of-Town Travel	10/16/05	Butler, Jr. J	19.00
Out-of-Town Travel	10/24/05	Butler, Jr. J	14.00
Out-of-Town Travel	10/24/05	Butler, Jr. J	771.41
Out-of-Town Travel	10/24/05	Butler, Jr. J	9.33
Out-of-Town Travel	10/28/05	Meisler RE	1,914.14
Out-of-Town Travel	11/14/05	Butler, Jr. J	13.33
Out-of-Town Travel	11/14/05	Butler, Jr. J	47.33
Out-of-Town Travel	11/14/05	Butler, Jr. J	9.00
Out-of-Town Travel	11/14/05	Butler, Jr. J	555.66
Out-of-Town Travel	11/16/05	Meisler RE	35.00
Out-of-Town Travel	11/16/05	Herriott AV	40.00
Out-of-Town Travel	11/17/05	Meisler RE	534.08
Out-of-Town Travel	11/17/05	Meisler RE	4.20
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$4,473.00</b>
Direct Expense-Organization Meeting	10/17/05	Marriott International	40,213.00
		<b>TOTAL DIRECT EXPENSE</b>	<b>\$40,213.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Messengers/ Courier	10/28/05	Straightline Courier	33.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$33.00</b>
Out-of-Town Meals	10/16/05	Butler, Jr. J	23.99
Out-of-Town Meals	10/24/05	Butler, Jr. J	18.74
Out-of-Town Meals	10/24/05	Butler, Jr. J	14.32
Out-of-Town Meals	10/24/05	Herriott AV	17.99
Out-of-Town Meals	10/28/05	Meisler RE	2.16
Out-of-Town Meals	10/28/05	Meisler RE	31.67
Out-of-Town Meals	10/28/05	Meisler RE	2.33
Out-of-Town Meals	11/14/05	Butler, Jr. J	10.32
Out-of-Town Meals	11/16/05	Herriott AV	44.98
Out-of-Town Meals	11/16/05	Meisler RE	3.84
Out-of-Town Meals	11/16/05	Herriott AV	13.54
Out-of-Town Meals	11/17/05	Meisler RE	9.69
Out-of-Town Meals	11/17/05	Meisler RE	25.43
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$219.00</b>
Contracted Catering-NY	10/25/05	Butler, Jr. J	242.35
Contracted Catering-NY	10/25/05	Butler, Jr. J	1,430.51
Contracted Catering-NY	11/17/05	Butler, Jr. J	354.02
Contracted Catering-NY	11/17/05	Butler, Jr. J	1,355.12
		<b>TOTAL CONTRACTED CATERING-NY</b>	<b>\$3,382.00</b>
		<b>TOTAL MATTER</b>	<b>\$53,195.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Creditor Meetings/ Statutory Committees

Bill Date: 01/31/06  
Bill Number: 1092991

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	12/01/05	1.10	CONTINUE TO REVISE DRAFT LETTER TO D. MARTINI RE UCC COMPOSITION MATTERS (0.8); EMAILS FROM/TO D. SHERBIN AND D. BARTNER RE REQUEST FOR EQUITY COMMITTEE (0.3).
BUTLER, JR. J	12/02/05	4.10	REVIEW AND FINALIZE LETTER TO D. MARTINI RE UCC COMPOSITION MATTERS (3.2); TELECONFERENCES WITH J. SHEEHAN AND D. SHERBIN RE SAME (0.2); CONTINUE TO PREPARE FOR DECEMBER 8TH AND 9TH CREDITORS COMMITTEE MEETING AT COMPANY IN TROY INCLUDING TELECONFERENCE WITH R. ROSENBERG RE AGENDA AND LOCATION (0.4); REVIEW OF AGENDA OUTLINE INCLUDING EMAILS FROM J. SHEEHAN AND FTI RE SAME (0.3).
BUTLER, JR. J	12/03/05	0.40	CONTINUE TO PREPARE FOR DECEMBER 8TH AND 9TH CREDITORS COMMITTEE MEETING AT COMPANY IN TROY INCLUDING PRELIMINARY REVIEW AND REVISION OF PRESENTATION MATERIALS FOR REVIEW BY DTM AT DECEMBER 5TH MEETING (0.4).
BUTLER, JR. J	12/04/05	2.10	CONTINUE TO PREPARE FOR DECEMBER 8TH AND 9TH CREDITORS COMMITTEE MEETING AT COMPANY IN TROY INCLUDING REVIEW AND REVISION OF PRESENTATION MATERIALS FOR REVIEW BY DTM AT DECEMBER 5TH MEETING (1.7); EMAILS FROM/TO D. SHERBIN, J. SHEEHAN AND S. CORCORAN RE FLEXTRONICS (0.2); EMAILS FROM/TO R. O'NEAL RE UCC COMPOSITION MATTERS AND SUBMISSION TO UST (0.2).
BUTLER, JR. J	12/05/05	1.60	CONTINUE TO PREPARE FOR DECEMBER 8TH AND 9TH CREDITORS COMMITTEE MEETING AT COMPANY IN TROY INCLUDING REVIEW AND REVISION OF PRESENTATION MATERIALS (0.8); REVIEW LAW DEBENTURE RESPONSE TO DELPHI UCC LETTER (0.1); CONFERENCES WITH J. SHEEHAN AND D. SHERBIN RE PENDING FLEXTRONICS UCC RESIGNATION (0.2); EMAILS FROM/TO A. LEONHARD RE RESPONSE TO REQUEST FOR APPOINTMENT OF EQUITY COMMITTEE (0.2); EMAILS FROM/TO T. LAURIA RE SAME (0.3).
BUTLER, JR. J	12/06/05	1.80	CONTINUE TO PREPARE FOR DECEMBER 8TH AND 9TH CREDITORS COMMITTEE MEETING AT COMPANY IN TROY INCLUDING REVIEW AND REVISION OF PRESENTATION MATERIALS (1.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	12/07/05	2.30	CONTINUE TO PREPARE FOR DECEMBER 8TH AND 9TH CREDITORS COMMITTEE MEETING AT COMPANY IN TROY INCLUDING REVIEW AND REVISION OF PRESENTATION MATERIALS WITH DELPHI SENIOR MANAGEMENT AT COMPANY IN TROY (1.7); REVIEW DUE DILIGENCE MATTERS RE EQUITY COMMITTEE FORMATION REQUEST (0.4); EMAILS TO/FROM R. ROSENBERG RE DECEMBER 9TH UCC MEETING IN TROY (0.2).
BUTLER, JR. J	12/08/05	3.70	PREPARE FOR (0.3) AND ATTEND (3.4) CREDITORS COMMITTEE MEETING AND DINNER AT COMPANY IN TROY.
BUTLER, JR. J	12/09/05	4.60	PREPARE FOR (0.3) AND ATTEND (3.9) CREDITORS COMMITTEE MEETING AT COMPANY IN TROY; FOLLOW-UP MEETING WITH S. MILLER AND SENIOR MANAGEMENT IN TROY (0.4).
BUTLER, JR. J	12/10/05	0.90	BEGIN TO OUTLINE LETTER TO UST RE EQUITY COMMITTEE FORMATS MATTERS (0.9).
BUTLER, JR. J	12/12/05	1.20	TELECONFERENCE WITH R. ROSENBERG RE VARIOUS UCC MATTERS AND REQUESTS (0.4); FOLLOW-UP ON SAME (0.2); CONTINUE TO OUTLINE LETTER TO UST RE EQUITY COMMITTEE FORMATS MATTERS (0.6).
BUTLER, JR. J	12/13/05	1.50	DRAFT LETTER TO UST RE EQUITY COMMITTEE FORMATION MATTERS (0.8); REVIEW UCC LETTER RE SAME (0.2); WORK ON DUE DILIGENCE RE SAME (0.3); REVIEW EMAIL FROM J. SHEEHAN RE UCC CO-CHAIR WEEKLY UPDATE CALL AND NEXT STEPS (0.2).
BUTLER, JR. J	12/14/05	2.20	CONTINUE TO DRAFT LETTER TO UST RE EQUITY COMMITTEE FORMATS MATTERS (1.4); WORK ON DUE DILIGENCE RE SAME (0.4); TELECONFERENCE TO T. LAURIE RE SAME (0.1); REVIEW LETTER FROM A. LEONHARD RE UCC FORMATION MATTERS (0.2); EMAILS TO DELPHI MANAGEMENT RE SAME (0.1).
BUTLER, JR. J	12/15/05	0.70	CONTINUE TO REVIEW AND REVISE LETTER TO UST RE EQUITY COMMITTEE FORMATS MATTERS (0.4); REVIEW RELATED DUE DILIGENCE MATTERS WITH COMPANY MANAGEMENT IN TROY (0.3).
BUTLER, JR. J	12/16/05	0.20	TELECONFERENCE WITH S. CORCORAN RE DUE DILIGENCE MATTERS RE EQUITY COMMITTEE FORMATION REQUEST (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	12/17/05	1.80	REVIEW SEVERAL FOLLOW-UP LETTERS FROM R. STARK RE REQUEST FOR APPOINTMENT TO CREDITORS COMMITTEE (0.2); CONTINUE TO REVIEW AND REVISE LETTER TO UST RE EQUITY COMMITTEE FORMATS MATTERS (1.2); REVIEW EMAILS AND NEXT STEPS RE UCC INFORMATION REQUEST ON LABOR OPEB (0.4).
BUTLER, JR. J	12/18/05	2.30	CONTINUE TO REVIEW AND REVISE LETTER TO UST RE EQUITY COMMITTEE FORMATS MATTERS (1.7); EMAILS FROM/TO D. SHERBIN, S. CORCORAN, R. EISENBERG AND OTHERS RE STATUS OF CREDITORS' COMMITTEE INFORMATION REQUESTS, OPEN ISSUES AND NEXT STEPS (0.6).
BUTLER, JR. J	12/19/05	4.60	TELECONFERENCES AND EMAILS WITH D. SHERBIN, S. CORCORAN, R. EISENBERG, B. SHAW AND OTHERS RE DRAFT UST SUBMISSION RE EQUITY COMMITTEE (1.2); REVIEW DPH MARKET DATA (0.3); REVIEW AND FINALIZE LETTER TO UST RE EQUITY COMMITTEE REQUEST (2.1); REVIEW LETTER FROM M. SEIDER RE RULE 2004 DEMAND (0.2); EMAILS FROM/TO D. SHERBIN, S. CORCORAN, R. EISENBERG AND OTHERS RE STATUS OF CREDITORS' COMMITTEE INFORMATION REQUESTS, OPEN ISSUES AND NEXT STEPS AND PROPOSED RESPONSE TO COMMITTEE (0.4); DRAFT PROPOSED RESPONSE TO RULE 2040 DEMAND (0.4).
BUTLER, JR. J	12/27/05	0.80	REVIEW APPALOOSA DISCOVERY REQUEST (0.2); DRAFT PRELIMINARY RESPONSE TO T. LAURIA RE SAME (0.3); FOLLOW-UP ON SAME (0.2); EMAIL TO T. LAURIA RE POTENTIAL ADJOURNMENT AND MEET AND CONFER (0.1).
BUTLER, JR. J	12/28/05	0.20	EMAILS FROM/TO T. LAURIA RE ADJOURNMENT OF APPALOOSA EQUITY COMMITTEE MOTION AND MEET AND CONFER (0.2).
BUTLER, JR. J	12/29/05	1.70	EMAILS TO/FROM R. ROSENBERG RE FIRST QUARTER 2006 UCC MEETING SCHEDULE AND 2006 OMNIBUS HEARING SCHEDULE (0.2); BEGIN TO REVIEW PLEADINGS FILED RE LAW DEBENTURE MOTION FOR CHANGE IN MEMBERSHIP OF CREDITORS COMMITTEE AND DRAFT OF DEBTORS' OBJECTION RE SAME (0.4); EMAILS TO/FROM T. LAURIA AND R. ROSENBERG RE ADJOURNMENT OF APPALOOSA EQUITY COMMITTEE MOTION AND MEET AND CONFER (0.4); BEGIN TO REVIEW DRAFT RESPONSES TO APPALOOSA'S DISCOVERY REQUESTS (0.3) AND MOTION FOR APPOINTMENT OF EQUITY COMMITTEE (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	12/30/05	1.40	REVIEW PLEADINGS FILED RE LAW DEBENTURE MOTION FOR CHANGE IN MEMBERSHIP OF CREDITORS COMMITTEE (0.3); REVIEW AND FINALIZE DEBTORS' OBJECTION AND RESPONSE RE SAME (0.9); EMAILS FROM/TO T. LAURIA AND R. ROSENBERG FINALIZING ADJOURNMENT OF APPALOOSA'S EQUITY COMMITTEE MOTION AND SCHEDULING MEET AND CONFER (0.2).
BUTLER, JR. J	12/31/05	1.20	REVIEW DRAFT LETTER TO R. ROSENBERG ON COMMITTEE'S RESPONSE TO AUSTRIAN TAX RESTRUCTURING (0.3); REVISE DISCOVERY OBJECTIONS AND RESPONSE LETTER TO T. LAURIA RE APPALOOSA EQUITY COMMITTEE MOTION (0.6); BEGIN TO PREPARE FOR JANUARY 4TH MEET AND CONFER IN NEW YORK CITY (0.3).
		42.40	
COCHRAN EL	12/01/05	1.10	REVIEW PRESENTATION FOR UCC (1.1).
COCHRAN EL	12/13/05	1.60	REVIEW EQUITY COMMITTEE RESPONSES (1.6).
		2.70	
MARAFIOTI KA	12/02/05	0.20	REVIEWED LETTER TO US TRUSTEE RE COMMITTEE COMPOSITION (0.2).
MARAFIOTI KA	12/05/05	0.40	REVIEW LETTER TO US TRUSTEE RE LAW DEBENTURE TRUST CO (0.1); TELECONFERENCE WITH S. REIMER RE CASE MANAGEMENT ISSUES (0.2); REVIEWED CORRESPONDENCE RE REQUEST FOR EQUITY COMMITTEE (0.1).
MARAFIOTI KA	12/07/05	0.40	WORK ON PRESENTATION FOR CREDITORS' COMMITTEE (0.4).
MARAFIOTI KA	12/08/05	2.50	DINNER MEETING WITH COMMITTEE AT COMPANY HEADQUARTERS IN TROY (2.5).
MARAFIOTI KA	12/09/05	5.80	PREPARE FOR CREDITORS' COMMITTEE MEETING (1.3); CREDITORS' COMMITTEE MEETING AND FOLLOW UP CONFERENCES IN TROY (4.5).
MARAFIOTI KA	12/12/05	0.40	REVIEW AND ANALYZE VARIOUS COMMITTEE REQUESTS (0.3).
MARAFIOTI KA	12/14/05	0.40	REVIEWED CORRESPONDENCE FROM US TRUSTEE RE COMMITTEE COMPOSITION AND COMMUNICATE SAME TO COMPANY (0.2); CORRESPONDENCE FROM US TRUSTEE RE SEC FILING & FOLLOW UP WITH COMPANY RE SAME (0.2).
MARAFIOTI KA	12/19/05	0.10	REVIEWED DRAFT LETTER TO U.S. TRUSTEE RE EQUITY COMMITTEE REQUEST (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	12/27/05	0.70	CORRESPONDENCE RE MOTION FOR EQUITY COMMITTEE AND RELATED DISCOVERY (0.7).
MARAFIOTI KA	12/28/05	1.10	REVIEWED APPALOOSA MOTION FOR APPOINTMENT OF EQUITY COMMITTEE (0.4); WORK ON OBJECTION TO SAME (0.7).
MARAFIOTI KA	12/29/05	1.90	WORK ON OBJECTION TO APPALOOSA EQUITY COMMITTEE MOTION (0.4); CORRESPONDENCE RE SAME (0.1); REVIEW LAW DEBENTURE TRUST MOTION RE COMMITTEE MEMBERSHIP (0.1) AND SUPPLEMENT TO MOTION (0.1); WORK ON OBJECTION TO LAW DEBENTURE TRUST MOTION (1.2).
MARAFIOTI KA	12/30/05	0.50	WORK ON REVISIONS TO OBJECTION TO LAW DEBENTURE MOTION RE COMMITTEE MEMBERSHIP (0.5).
		<b>14.40</b>	
<b>Total Partner</b>		<b>59.50</b>	
MATZ TJ	12/07/05	0.80	REVIEW AND COMMENT ON DRAFT PRESENTATION FOR UNSECURED CREDITORS' COMMITTEE MEETING (0.8).
MATZ TJ	12/08/05	2.50	ATTEND UCC DINNER IN TROY, MICHIGAN (2.5).
MATZ TJ	12/09/05	3.80	ATTEND CREDITORS' COMMITTEE MEETING IN TROY, MICHIGAN (3.8).
MATZ TJ	12/16/05	0.20	REVIEW LAW DEBENTURES SECOND REQUEST TO U.S. TRUSTEE FOR CREDITORS COMMITTEE (0.2).
MATZ TJ	12/19/05	0.40	CONTINUING WORK ON LOAN TRANSACTION REPORTING TO CREDITORS' COMMITTEE (0.4).
MATZ TJ	12/23/05	0.90	REVIEW MOTION FOR EQUITY COMMITTEE (0.4); REVIEW MOTION FOR CREDITORS COMMITTEE (0.3); FOLLOW UP WORK RE SAME (0.2).
MATZ TJ	12/27/05	0.70	WORK ON APPALOOSA MOTION FOR EQUITY COMMITTEE (0.7).
MATZ TJ	12/28/05	1.20	REVIEW AND COMMENT ON DRAFTS OF RESPONSE TO APPALOOSA MOTION TO APPOINT AN EQUITY COMMITTEE (1.2).
MATZ TJ	12/29/05	1.60	WORK ON OBJECTION TO APPALOOSA MOTION TO APPOINT EQUITY COMMITTEE (0.8); CORRESPONDENCE RE SAME (0.1); REVIEW LAW DEBENTURE MOTION RE CREDITORS COMMITTEE MEMBERSHIP (0.1); WORK ON OBJECTION THERETO (0.6).
		<b>12.10</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Total Counsel</b>		<b>12.10</b>	
HEATHER JL	12/26/05	1.10	REVIEW AND ANALYZE APPALOOSA'S MOTION TO APPOINT EQUITY COMMITTEE (0.5); REVIEW AND ANALYZE APPALOOSA'S EXPEDITED REQUEST FOR PRODUCTION OF DOCUMENTS AND RULE 30(B)(6) DEPOSITION NOTICE, INCLUDING FEDERAL RULES OF CIVIL PROCEDURE AND FEDERAL RULES OF BANKRUPTCY PROCEDURE (1.1).
HEATHER JL	12/27/05	0.10	REVIEW AND REVISE SCRIPT, PROFFER AND QUESTION AND ANSWER FOR HEARING RE FINAL TRADING ORDER, INCLUDING E. SENSENBRENNER AND D. PHILLIPS COMMENTS THERETO (5.4); REVIEW AND ANALYZE APPALOOSA'S DISCOVERY REQUESTS (0.1).
		<b>1.20</b>	
HERRIOTT AV	12/01/05	1.00	CONTINUE TO PREPARE CREDITORS COMMITTEE PRESENTATION (1.0).
HERRIOTT AV	12/02/05	3.50	CONTINUE DRAFTING CREDITORS' COMMITTEE PRESENTATION (3.5).
HERRIOTT AV	12/03/05	4.80	EDIT THIRD CREDITORS COMMITTEE PRESENTATION (4.8).
HERRIOTT AV	12/04/05	8.10	EDIT THIRD PRESENTATION TO THE CREDITORS' COMMITTEE (8.1).
HERRIOTT AV	12/05/05	4.70	EDIT CREDITORS' COMMITTEE PRESENTATION (4.7).
HERRIOTT AV	12/06/05	6.70	CONTINUE EDITING CREDITORS COMMITTEE PRESENTATION TO INCORPORATE COMPANY COMMENTS DERIVING FROM MEETING ON DEC. 5 (6.7).
HERRIOTT AV	12/07/05	6.10	EDIT UCC PRESENTATION INCORPORATING NEW COMMENTS (6.1).
HERRIOTT AV	12/08/05	1.10	FINALIZE PRESENTATION FOR CREDITORS COMMITTEE AND WORK WITH APPROPRIATE PARTIES TO COORDINATE DISTRIBUTION OF PRESENTATION (1.1).
		<b>36.00</b>	
HUR J	12/15/05	3.20	RESEARCH PAST FINANCIAL REPORTS (1.0); REVIEW CERTAIN ANNUAL AND QUARTERLY REPORTS (2.2).
HUR J	12/16/05	1.20	RESEARCH DELPHI'S PAST FINANCIAL PERFORMANCE (0.8); REVISE ANALYSIS (0.4).
		<b>4.40</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MACDONALD N	12/27/05	8.70	BEGIN DRAFT OF RESPONSES TO EQUITY COMMITTEE'S REQUESTS FOR EXPEDITED DISCOVERY (5.4); TELECONFERENCES WITH CO-COUNSEL RELATED TO REQUEST FOR EQUITY COMMITTEE (1.2); REVIEW DOCUMENTS RELATED TO SAME (2.1).
MACDONALD N	12/28/05	8.20	CONTINUE DRAFT OF RESPONSES TO REQUEST FOR EQUITY COMMITTEE AND REQUESTS FOR EXPEDITED DISCOVERY (3.5); TELECONFERENCES WITH CO-COUNSEL AND CLIENT RELATED TO DEBTORS' RESPONSES TO REQUEST FOR EQUITY COMMITTEE (2.1); REVIEW DOCUMENTS AND PLEADINGS RELATED TO SAME (2.6).
		<b>16.90</b>	
MEISLER RE	12/01/05	0.80	WORK ON OUTLINE FOR UCC PRESENTATION (0.5); TELECONFERENCES WITH J. GUGLIELMO RE SAME (0.3).
MEISLER RE	12/03/05	6.10	REVIEWED AND COMMENTED ON COMMITTEE PRESENTATION (6.1).
MEISLER RE	12/04/05	1.50	CONTINUED TO REVIEW AND COMMENT ON COMMITTEE PRESENTATION (1.5).
MEISLER RE	12/05/05	5.20	REVIEWED AND REVISED COMMITTEE PRESENTATION PER COMMENTS FROM DTM (5.0); TELECONFERENCE WITH N. BUBNOVICH RE COMMITTEE PRESENTATION (0.2).
MEISLER RE	12/06/05	3.50	TELECONFERENCE WITH F. KUPLICKI RE BENEFIT MATTERS AND THE UCC PRESENTATION (0.5); TELECONFERENCE WITH R. VALDEZ RE PRESENTATION (0.2); TELECONFERENCE WITH B. EICHENLAUB RE UCC PRESENTATION (0.1); CONTINUED TO REVIEW AND REVISE SAME (1.8); REVIEWED BUSINESS PLAN (0.5); TELECONFERENCE WITH J. SHEEHAN RE PRESENTATION (0.1); ATTENTION TO SAME (0.3).
MEISLER RE	12/08/05	4.00	ATTENDED COMMITTEE DINNER (2.5); CONFERENCE WITH R. VALDEZ AND E. SLASINSKY RE UCC MEETING (1.0); CONTINUED PRESENTATION FOR SAME (0.5).
MEISLER RE	12/09/05	4.90	CONTINUED ASSISTANCE RE UCC MEETING (1.1); PARTICIPATED IN UCC MEETING (3.8).
MEISLER RE	12/16/05	0.30	REVIEW LAW DEBENTURE'S SECOND REQUEST TO US TRUSTEE TO JOIN UCC (0.3).
MEISLER RE	12/19/05	0.50	REVIEWED UCC LETTER RE DOCUMENT REQUEST (0.3); DRAFTED INTERNAL CORRESPONDENCE RE SAME (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	12/22/05	0.30	TELECONFERENCE WITH E. RUIZ OF LATHAM RE GENERAL INQUIRIES (0.1); EVALUATE EQUITY COMMITTEE MATTERS (0.2).
MEISLER RE	12/23/05	1.00	REVIEW MOTIONS (1) FILED BY APPALOOSA TO APPOINT AN EQUITY COMMITTEE AND (2) FILED BY LAW DEBENTURE TO BE ADDED TO THE UCC AND RELATED FILINGS (1.0).
MEISLER RE	12/26/05	3.90	REVIEW AND ANALYZE APPALOOSA'S MOTION TO APPOINT TO AN EQUITY COMMITTEE AND EXPEDITED DOCUMENT REQUEST RE SAME (2.9); REVIEWED LAW DEBENTURE'S REQUEST FOR APPOINTMENT TO UCC (1.0).
MEISLER RE	12/27/05	1.60	ANALYSIS OF EQUITY COMMITTEE DOCUMENT REQUEST (0.5); TELECONFERENCES WITH N. MACDONALD RE SAME (0.6); REVIEW OBJECTION (0.5).
MEISLER RE	12/28/05	5.10	REVIEW AND COMMENT ON LETTER RESPONSE TO APPALOOSA'S EXPEDITED DOCUMENT REQUEST (2.8); TELECONFERENCES WITH N. MACDONALD RE SAME (0.4); TELECONFERENCE WITH K. CRAFT RE SAME (0.2); CONTINUED ANALYSIS OF APPALOOSA MOTION TO ESTABLISH AN EQUITY COMMITTEE ANALYSIS OF LAW DEBENTURE'S MOTION TO BE ADDED TO THE UCC (1.5); TELECONFERENCE WITH M. REAL RE UCC INQUIRIES (0.1); TELECONFERENCE WITH J. GUGLIELMO RE UCC REQUESTS (0.1).
MEISLER RE	12/30/05	1.60	REVIEW AND COMMENT ON OBJECTION TO LAW DEBENTURE'S MOTION TO BE ADDED TO THE UCC (1.6).
		<b>40.30</b>	
REESE RG	12/03/05	2.50	REVIEW AND REVISE MATERIALS FOR UCC PRESENTATION (2.5).
		<b>2.50</b>	
STUART NL	12/23/05	1.60	BEGIN REVIEW OF MOTION BY LAW DEBENTURE FOR ADDITION TO CREDITORS' COMMITTEE (1.6).
STUART NL	12/28/05	9.30	DRAFT OBJECTION TO LAW DEBENTURE MOTION FOR APPOINTMENT TO CREDITORS' COMMITTEE (5.9); REVIEW CASE LAW RE SAME (2.5); REVISE OBJECTION (0.9).
STUART NL	12/29/05	5.40	CONTINUE TO REVISE LAW DEBENTURES OBJECTION (2.3); CONTINUE TO REVIEW CASE LAW (3.1).
STUART NL	12/30/05	7.50	CONTINUE TO REVISE OBJECTION TO LAW DEBENTURE MOTION (3.5); REVIEW CASE LAW (1.9); REVIEW FILINGS BY U.S. TRUSTEE, CAPRE, AND WILMINGTON TRUST (2.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

		<b>23.80</b>	
TOUSSI S	12/01/05	1.20	EDIT AND REVISE IN CREDITORS' COMMITTEE PRESENTATION (1.2).
TOUSSI S	12/06/05	0.90	ADDRESS ISSUES RE COMMITTEE PRESENTATION (0.9).
TOUSSI S	12/27/05	7.40	REVIEW APPALOOSA'S MOTION TO APPOINT AN EQUITY COMMITTEE (0.4); RESEARCH CASES LAW RE SAME, INCLUDING TRANSCRIPTS OF HEARINGS BEFORE JUDGES DRAIN, BEATTY, AND GROPPER (2.5); DRAFT AND REVISE OBJECTION TO EQUITY COMMITTEE MOTION (4.5).
TOUSSI S	12/28/05	7.20	REVIEW APPALOOSA PUBLIC FILINGS AND MOTION PAPERS (0.5); REVIEW DELPHI PUBLIC FILINGS RE BALANCE SHEET AND TRADING PRICES OF PUBLIC SECURITIES (0.7); EDIT AND REVISE DRAFT OF OBJECTION TO APPALOOSA MOTION TO APPOINT AN EQUITY COMMITTEE (3.5); FOLLOW UP RESEARCH BASED ON VARIOUS COMMENTS TO OBJECTION, INCORPORATE COMMENTS TO OBJECTION AND REVISE SAME (2.5).
TOUSSI S	12/29/05	3.20	EDIT AND REVISE OBJECTION TO APPALOOSA'S REQUEST FOR AN EQUITY COMMITTEE (3.2).
TOUSSI S	12/30/05	2.50	VARIOUS CONFERENCE CALLS RE LAW DEBENTURE OBJECTION AND FINALIZING SAME (2.5).
		<b>22.40</b>	
ZALTZMAN H*	12/27/05	2.50	BEGIN RESEARCH ON CASE LAW RE UCC "ADEQUATE REPRESENTATION" IN PREPARATION FOR RESPONSE TO LAW DEBENTURE'S MOTION TO COMPELL INCLUSION IN THE UCC (2.5).
ZALTZMAN H*	12/28/05	3.00	CONTINUE RESEARCH AND PREPARE RESEARCH LOG RE ADEQUATE REPRESENTATION CASE LAW (3.0).
		<b>5.50</b>	
<b>Total Associate/Law Clerk</b>		<b>153.00</b>	
DEMMA J	12/01/05	1.80	PREPARE MATERIALS RE FINAL FINANCIAL ADVISORS PRESENTATIONS (1.8).
		<b>1.80</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	12/07/05	1.00	GENERAL PREPARATION FOR CREDITORS COMMITTEE MEETING (1.0).
ZSOLDOS AF	12/08/05	0.50	CREATE SIGN-IN SHEET OF ATTENDEES FOR CREDITORS COMMITTEE MEETING (0.5).
ZSOLDOS AF	12/27/05	0.20	MOTION PRECEDENT RE EQUITY COMMITTEE (0.2).
ZSOLDOS AF	12/28/05	0.60	PRECEDENT RESEARCH RE EQUITY COMMITTEE FILED BY DEBTORS (0.2); PULL DOCUMENTS FROM DOCKET (0.4).
		<b>2.30</b>	
<b>Total Legal Assistant</b>		<b>4.10</b>	
<b>TOTAL TIME</b>		<b><u>228.70</u></b>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Creditor Meetings/ Statutory Committees**

**Bill Date: 01/31/06  
Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	12/08/05	Marafioti KA	-484.24
Air/Rail Travel - vendor feed	12/08/05	Marafioti KA	1,057.00
Air/Rail Travel - vendor feed	12/08/05	Matz TJ	-484.24
Air/Rail Travel - vendor feed	12/08/05	Matz TJ	1,057.00
Air/Rail Travel - vendor feed	12/09/05	Marafioti KA	529.23
Air/Rail Travel - vendor feed	12/09/05	Matz TJ	529.25
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$2,204.00</b>
In-house Reproduction	12/19/05	Copy Center, D	668.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$668.00</b>
Telephone Expense	12/27/05	Telecommunications, D	1.40
Telephone Expense	12/29/05	Telecommunications, D	4.76
Telephone Expense	12/29/05	Telecommunications, D	7.76
Telephone Expense	12/29/05	Telecommunications, D	1.08
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$15.00</b>
Lexis/Nexis	12/27/05	Zaltzman H	60.08
Lexis/Nexis	12/28/05	Zaltzman H	145.92
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$206.00</b>
Reproduction - color	12/03/05	Copy Center, D	160.77
Reproduction - color	12/04/05	Copy Center, D	94.17
Reproduction - color	12/05/05	Copy Center, D	38.06
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$293.00</b>
Air/Rail Travel (external)	12/04/05	Butler, Jr. J	204.00
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$204.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Travel	12/04/05	Butler, Jr. J	453.34
Out-of-Town Travel	12/04/05	Butler, Jr. J	9.00
Out-of-Town Travel	12/04/05	Butler, Jr. J	134.07
Out-of-Town Travel	12/04/05	Butler, Jr. J	53.34
Out-of-Town Travel	12/08/05	Marafioti KA	202.25
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$852.00</b>
Messengers/ Courier	12/09/05	Quick Int'l - Ny	306.63
Messengers/ Courier	12/09/05	Straightline Courier	32.12
Messengers/ Courier	12/09/05	Straightline Courier	32.12
Messengers/ Courier	12/09/05	Straightline Courier	32.12
Messengers/ Courier	12/09/05	Straightline Courier	34.26
Messengers/ Courier	12/09/05	Straightline Courier	32.12
Messengers/ Courier	12/11/05	Comet Messenger Service	18.71
Messengers/ Courier	12/19/05	Dist Serv/Mail/Page, D	30.73
Messengers/ Courier	12/19/05	Dist Serv/Mail/Page, D	21.19
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$540.00</b>
Out-of-Town Meals	12/04/05	Butler, Jr. J	12.13
Out-of-Town Meals	12/04/05	Butler, Jr. J	13.38
Out-of-Town Meals	12/06/05	Herriott AV	11.66
Out-of-Town Meals	12/06/05	Herriott AV	4.20
Out-of-Town Meals	12/07/05	Herriott AV	18.32
Out-of-Town Meals	12/08/05	Marafioti KA	15.31
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$75.00</b>
		<b>TOTAL MATTER</b>	<b>\$5,057.00</b>

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)  
Creditor Meetings/ Statutory Committees

Bill Date: 02/28/06  
Bill Number: 1108418

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	01/02/06	1.40	CONTINUE TO REVISE DISCOVERY OBJECTIONS AND RESPONSE LETTER TO T. LAURIA RE APPALOOSA EQUITY COMMITTEE MOTION (0.4); CONTINUE TO PREPARE FOR JANUARY 4TH MEET AND CONFER IN NEW YORK CITY INCLUDING REVIEW OF OBJECTIONS FILED BY U.S. TRUSTEE, CREDITORS COMMITTEE AND PREPETITION AGENT (0.7); REVIEW OBJECTION FILED BY CREDITORS COMMITTEE TO LAW DEBENTURE MOTION TO AMEND COMPOSITION OF CREDITORS COMMITTEE (0.3).
BUTLER, JR. J	01/03/06	0.60	CONTINUE TO REVIEW DISCOVERY MATTERS RE APPALOOSA EQUITY COMMITTEE MOTION AND EVALUATE NEXT STEPS (0.6).
BUTLER, JR. J	01/04/06	1.80	CONTINUE TO PREPARE FOR JANUARY 5TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE LAW DEBENTURE MOTION TO REVISE UCC COMPOSITION INCLUDING SENIOR MANAGEMENT MEETINGS AND WITNESS PREP IN NEW YORK CITY (1.8).
BUTLER, JR. J	01/05/06	1.40	PREPARE FOR (0.4) AND ATTEND (1.0) OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE LAW DEBENTURE MOTION TO REVISE UCC COMPOSITION.
BUTLER, JR. J	01/07/06	0.60	DRAFT MATERIALS AND EMAIL FOR B. ROSENBERG RE COMMITTEE CONFIDENTIALITY MATTERS (0.6).
BUTLER, JR. J	01/08/06	0.60	EMAIL FROM R. ROSENBERG AND FOLLOW-UP ON COMMITTEE CONFIDENTIALITY MATTERS (0.2); REVIEW MESIROW FINANCIAL DUE DILIGENCE REQUESTS INCLUDING EMAIL FROM R. EISENBERG AT FTI (0.4).
BUTLER, JR. J	01/13/06	1.00	PREPARE FOR AND ATTEND (1.0) MEET AND CONFER WITH R. ROSENBERG, L. LATTIG, J. SHEEHAN, S. CORCORAN, R. EISENBERG AND OTHERS RE DEBTORS/UCC INFORMATION SHARING PROTOCOL.
BUTLER, JR. J	01/19/06	2.20	TELECONFERENCE WITH R. ROSENBERG RE COMMITTEE MATTERS AND JANUARY 24TH ADVISORS MEETING IN NEW YORK CITY (0.4); PREPARE FOR (0.3) AND PARTICIPATE IN (1.3) MEET AND CONFER WITH WHITE & CASE RE APPALOOSA EQUITY MOTION DISCOVERY MATTERS; FOLLOW-UP ON SAME (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	01/20/06	0.60	TELECONFERENCE WITH R. ROSENBERG RE COMMITTEE EX-OFFICIOS AND JANUARY 24TH ADVISORS MEETING IN NEW YORK CITY (0.6).
BUTLER, JR. J	01/22/06	0.70	REVIEW JANUARY 21ST MEET AND CONFER LETTER RE APPALOOSA AND NEXT STEPS (0.3); REVIEW STATUS OF EQUITY COMMITTEE MOTION DISCOVERY (0.4).
BUTLER, JR. J	01/24/06	7.60	PREPARE FOR (1.2) AND ATTEND (3.3) UPDATE MEETING WITH DELPHI AND CREDITORS' COMMITTEE'S PROFESSIONALS AT LATHAM IN NEW YORK CITY; ATTEND POST-BRIEFING MEETING WITH FTI AND ROTHSCHILD REPRESENTATIVE'S (0.8); ATTEND DINNER MEETING WITH R. ROSENBERG IN NEW YORK CITY (2.3).
BUTLER, JR. J	01/28/06	0.30	REVIEW DRAFT OF UCC INFORMATION SHARING PROTOCOL FROM FTI (0.3).
BUTLER, JR. J	01/29/06	0.90	REVIEW APPALOOSA REQUEST FOR CONTINUANCE OF EQUITY COMMITTEE HEARING (0.2); BEGIN TO REVIEW PRESENTATION MATERIALS FOR FEBRUARY 2ND UCC MEETING (0.9).
BUTLER, JR. J	01/30/06	1.90	CONTINUE TO PREPARE FOR FEBRUARY 2ND UCC MEETING WITH SENIOR MANAGEMENT AT COMPANY IN TROY INCLUDING REVIEW AND REVISION OF PRESENTATION MATERIALS (1.9).
BUTLER, JR. J	01/31/06	1.60	CONTINUE TO PREPARE FOR FEBRUARY 2ND UCC MEETING WITH SENIOR MANAGEMENT AT COMPANY IN TROY INCLUDING REVIEW AND REVISION OF PRESENTATION MATERIALS (1.6).
		<b>23.20</b>	
COCHRAN EL	01/26/06	2.80	REVIEW AND REVISED PRESENTATION FOR UCC MEETING (2.8).
COCHRAN EL	01/27/06	1.10	PREPARED REVISED PRESENTATION FOR UCC PRESENTATION (1.1).
		<b>3.90</b>	
MARAFIOTI KA	01/04/06	1.30	MEETING WITH J. SHEEHAN, S. CORCORAN, R. EISENBERG RE COMMITTEE REQUESTS (0.8); CORRESPONDENCE TO ROSENBERG RE GM SPINOFF (0.5).
MARAFIOTI KA	01/13/06	0.70	ATTEND MEET-&-CONFER WITH CREDITORS COMMITTEE RE INFORMATION SHARING (0.7).
MARAFIOTI KA	01/23/06	0.10	REVIEW CORRESPONDENCE FROM COMMITTEE (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	01/24/06	5.00	MEETING WITH LATHAM, MESIROW, JEFFERIES, ROTHSCHILD, FTI RE PENDING AND UPCOMING MATTERS (2.5); FOLLOWUP MEETING WITH ROTHSCHILD AND FTI (0.8); FOLLOWUP MEETING WITH FTI (0.7); DEVELOP STRATEGY RE COMMITTEE ISSUES (1.0).
MARAFIOTI KA	01/26/06	0.40	MESSAGE FROM LEONHARD RE 341 MEETING AND GATHER DOCUMENTS FOR SAME (0.3); CORRESPONDENCE TO LEONHARD (0.1).
MARAFIOTI KA	01/27/06	0.20	PREPARE FOR 341 MEETING (0.2).
MARAFIOTI KA	01/31/06	0.20	PREPARED FOR 341 MEETING (0.2).
		7.90	
SPRINGER DE	01/07/06	0.80	REVIEW EQUITY COMMITTEE APPOINTMENT MOTION AND RELATED ARTICLE (0.8).
SPRINGER DE	01/17/06	1.00	REVIEW APPALOOSA MOTION AND DISCOVERY (1.0).
SPRINGER DE	01/19/06	1.30	PREPARATION FOR AND CONDUCT TELEPHONE MEET AND CONFER WITH APPALOOSA RE DISCOVERY OVER MOTION TO APPOINT EQUITY COMMITTEE (1.3).
SPRINGER DE	01/20/06	5.00	REVISE PROTECTIVE ORDER RE DISCOVERY ON APPALOOSA MOTION FOR APPOINTMENT OF AN EQUITY COMMITTEE (0.8); REVIEW CASE AUTHORITY OF MOTION FOR APPOINTMENT OF EQUITY COMMITTEE (1.7); DRAFT DISCOVERY TO APPALOOSA (2.5).
SPRINGER DE	01/21/06	0.70	REVIEW AND REVISE LETTER TO APPALOOSA COUNSEL RE MEET AND CONFER ISSUES (0.7).
SPRINGER DE	01/23/06	0.20	DRAFT CORRESPONDENCE RE APPALOOSA MOTION (0.2).
SPRINGER DE	01/24/06	5.30	TELECONFERENCE WITH R. ARAGON RE APPALOOSA MOTION FOR EQUITY COMMITTEE (0.3); PREPARATION FOR AND CONDUCT TELECONFERENCE WITH WORKING GROUP ON APPALOOSA MOTION FOR AN EQUITY COMMITTEE (0.6); PREPARATION FOR AND CONDUCT CONFERENCE WITH UCC COUNSEL AND PROFESSIONALS (3.2); CONFERENCE WITH J. BUTLER, W. SHAW, ET AL., RE APPALOOSA MOTION (0.5); CONFERENCE WITH J. BUTLER, K. MARAFIOTI RE LEAD PLAINTIFF MOTION TO COMPEL (0.7).
SPRINGER DE	01/27/06	1.00	PREPARATION FOR AND CONDUCT MEET AND CONFER WITH APPALOOSA'S COUNSEL (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SPRINGER DE	01/30/06	0.50	REVISE AND FINALIZE APPALOOSA PROTECTIVE ORDER (0.5).
		<b>15.80</b>	
<b>Total Partner</b>		<b>50.80</b>	
MATZ TJ	01/03/06	0.40	TELECONFERENCES WITH R. TRUST RE APPALOOSA EQUITY COMMITTEE MOTION (0.2); TELECONFERENCE WITH B. CECCOTTI RE APPALOOSA EQUITY COMMITTEE MOTION (0.2).
MATZ TJ	01/19/06	0.10	REVIEWING CORRESPONDENCE RE COMMITTEE COMPOSITION (0.1).
MATZ TJ	01/24/06	0.40	WORK ON MATTERS RE RESPONSE TO APPALOOSA EQUITY COMMITTEE MOTION (0.4).
MATZ TJ	01/26/06	0.50	WORK ON U.S. TRUSTEE INFORMATION REQUEST RE 341 MEETING (0.5).
MATZ TJ	01/27/06	0.70	TELECONFERENCES WITH U.S. TRUST RE MATERIALS FOR 341 MEETING (0.3); FOLLOW UP WORK RE SAME (0.4).
MATZ TJ	01/30/06	1.30	TELECONFERENCE TO CHAMBERS RE APPALOOSA STIPULATION AND PROTECTIVE ORDER (0.1); FOLLOW UP WORK RE SAME (0.1); CORRESPONDENCE WITH R. TRUST RE EQUITY MOTION ADJOURNMENT (0.1); WORK ON DOCUMENT REQUEST FROM CREDITORS' COMMITTEE (0.3); REVIEW AND COMMENT ON MATERIAL FOR 341 MEETING (0.6); TELECONFERENCE WITH U.S. TRUSTEE RE SAME (0.1).
MATZ TJ	01/31/06	2.40	FOLLOW UP WORK RE MATERIALS AND PREPARATION FOR 341 MEETING (0.4); TELECONFERENCES WITH U.S. TRUSTEE RE VARIOUS MATTERS PERTAINING TO THE 341 MEETING (0.3); CONTINUING PREPARATION RE SAME (0.5); TELECONFERENCE WITH LATHAM RE UCC MEETING ON FEB. 2 (0.2); FOLLOW UP WORK RE SAME (0.4); CONTINUING PREPARATION FOR UCC MEETING (0.6).
		<b>5.80</b>	
<b>Total Counsel</b>		<b>5.80</b>	
DE ELIZALDE D	01/29/06	1.20	ANALYSIS OF PAYMENT TO PROFESSIONALS TO DRAFT PRESENTATION FOR COMMITTEE MEETING (1.2).
DE ELIZALDE D	01/30/06	4.90	DRAFTED PRESENTATION MATERIALS RE PAYMENT OF PROFESSIONAL FEES (4.9).
DE ELIZALDE D	01/31/06	1.20	REVIEWED AND REVISED PRESENTATION RE PAYMENT OF PROFESSIONAL FEES (1.2).
		<b>7.30</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

GIBSON ML	01/03/06	1.30	MULTIPLE TELECONFERENCES AND PREPARATIONS RE DELIVERY OF PREPARATION DOCUMENTS TO CREDITOR COMMITTEE (1.3).
		1.30	
GUZZARDO J	01/29/06	0.50	DOCUMENT REVIEW FOR EQUITY COMMITTEE MOTION (0.5).
GUZZARDO J	01/30/06	5.40	EQUITY COMMITTEE MOTION AND REVIEW AND DISCOVERY ADMINISTRATION (5.4).
GUZZARDO J	01/31/06	2.00	DOCUMENT REVIEW AND DISCOVERY ADMINISTRATION FOR EQUITY COMMITTEE DISCOVERY (2.0).
		7.90	
HERRIOTT AV	01/20/06	0.90	OUTLINE FOURTH UNSECURED CREDITORS COMMITTEE PRESENTATION AND BEGIN DRAFT (0.9).
HERRIOTT AV	01/23/06	3.20	BEGIN DRAFTING PRESENTATION FOR SECTION 341 MEETING OF CREDITORS (1.9); CONTINUE DRAFTING OF FOURTH UNSECURED CREDITORS COMMITTEE PRESENTATION (1.3).
HERRIOTT AV	01/24/06	5.70	CONTINUE DRAFTING OF 341 PRESENTATION FOR MEETING OF CREDITORS (2.9); CONTINUE DRAFTING AND REVISIONS TO FOURTH CREDITORS COMMITTEE PRESENTATION (2.8).
HERRIOTT AV	01/25/06	11.30	REVIEW AND REVISE FOURTH UCC PRESENTATION (5.1); REVIEW AND REVISE 341 MEETING PRESENTATION (6.2).
HERRIOTT AV	01/26/06	4.20	REVIEW AND REVISE FOURTH UCC PRESENTATION (1.8); REVIEW AND REVISE 341 PRESENTATION (0.2); BEGIN REVIEWING AND GATHERING RESPONSIVE DOCUMENTS TO APPALOOSA'S DOCUMENT REQUEST (2.2).
HERRIOTT AV	01/27/06	7.20	REVIEW AND REVISE FOURTH UNSECURED CREDITORS COMMITTEE PRESENTATION (3.6); REVIEW AND REVISE 341 MEETING PRESENTATION (1.2); GATHER, REVIEW MATERIALS AND EVALUATE FOR RESPONSIVENESS TO APPALOOSA DOCUMENT REQUEST (2.4).
HERRIOTT AV	01/28/06	0.60	REVIEW AND REVISE 4TH UCC PRESENTATION (0.6).
HERRIOTT AV	01/29/06	4.40	REVIEW AND REVISE FOURTH UNSECURED CREDITORS COMMITTEE PRESENTATION (4.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	01/30/06	5.80	CONTINUE REVIEW OF AND REVISIONS TO FOURTH UNSECURED CREDITORS COMMITTEE PRESENTATION (3.1); CONFERENCE WITH B. EICHENLAUB (0.5), B. SAX (0.2) RE SAME; CONTINUE REVIEW OF AND REVISIONS TO 341 PRESENTATION (1.3); REVIEW MATERIALS TO PRODUCE TO APPALOOSA AND EVALUATE FOR RESPONSIVENESS (0.5); CONFERENCE WITH C. MCWEE RE SAME (0.2).
HERRIOTT AV	01/31/06	8.70	REVIEW AND REVISE FOURTH UNSECURED CREDITORS COMMITTEE PRESENTATION FOR BOARD OF DIRECTORS REVIEW (7.1); CONFERENCE WITH R. FLETEMEYER (0.2) AND B. SAX (0.2) RE SAME; REVIEW AND REVISE 341 PRESENTATION FOR BOARD OF DIRECTORS REVIEW (0.2); REVIEW MATERIALS IN RESPONSE TO APPALOOSA DOCUMENT REQUEST AND EVALUATE FOR RESPONSIVENESS (1.0).
		<b>52.00</b>	
MACDONALD N	01/23/06	0.40	REVIEW DOCUMENTS AND DISCOVERY REQUESTS RELATED TO PETITIONER'S MOTION FOR ESTABLISHMENT OF EQUITY COMMITTEE (0.4).
MACDONALD N	01/24/06	0.60	TELECONFERENCE WITH CO-COUNSEL RELATED TO PETITIONER'S MOTION FOR ESTABLISHMENT OF EQUITY COMMITTEE (0.6).
MACDONALD N	01/26/06	1.20	TELECONFERENCE AND STATUS REPORT ABOUT PROPOSED EQUITY COMMITTEE DOCUMENT REQUESTS AND PRODUCTION IN RESPONSE TO SAME, ISSUES RELATED TO SAME (1.2).
MACDONALD N	01/27/06	1.70	REVIEW DOCUMENTS IN PREPARATION FOR TELECONFERENCE WITH OPPOSING COUNSEL RE MATTERS RELATED TO EQUITY COMMITTEE-RELATED DISCOVERY REQUESTS, TELECONFERENCE, AND POST-CONFERENCE STRATEGY AND STATUS MEETING RE SAME (1.7).
MACDONALD N	01/30/06	3.40	CONTINUE REVIEW OF NEWLY-PRODUCED EQUITY-RELATED DOCUMENTS, MARK FOR PROPOSED REDACTION (3.4).
MACDONALD N	01/31/06	1.30	CONTINUE REVIEW OF NEWLY-PRODUCED EQUITY-RELATED DOCUMENTS, MARK FOR PROPOSED REDACTION (1.3).
		<b>8.60</b>	
MEISLER RE	01/02/06	0.90	REVIEWED DEBTORS' OBJECTION AGAINST LAW DEBENTURE'S MOTION TO BE APPOINTED TO THE COMMITTEE (0.3) AND PREPARED FOR HEARING RE SAME (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	01/03/06	0.80	REVIEW DOCUMENT REQUEST FROM COMMITTEE (0.5); REVIEW EQUITY COMMITTEE MOTION (0.3).
MEISLER RE	01/19/06	1.90	PREPARED FOR MEET AND CONFER WITH APPALOOSA (0.6); PARTICIPATED ON MEET AND CONFER WITH COUNSEL TO APPALOOSA AND B. ROSENBERG (1.3).
MEISLER RE	01/20/06	2.20	DRAFTED LETTER MEMORIALIZING MEET AND CONFER WITH APPALOOSA (2.2).
MEISLER RE	01/23/06	2.30	WORKED ON APPALOOSA DOCUMENT REQUEST (1.8); BEGAN WORKING ON UCC PRESENTATION (0.4); TELECONFERENCE WITH M. REAL OF LATHAM RE STATUS OF CERTAIN MATTERS FOR FEBRUARY 9 HEARING (0.1).
MEISLER RE	01/24/06	3.70	CONTINUED WORKING ON PRESENTATION FOR FEB 2 UCC MEETING (1.0); TELECONFERENCE WITH S. CORCORAN RE APPALOOSA DOCUMENT REQUEST AND STRATEGY (0.4); CONTINUED WORKING ON APPALOOSA DISCOVERY REQUEST (1.2); REVIEWED APPALOOSA RESPONSE TO D. SPRINGER'S JANUARY 21 LETTER (0.3); TELECONFERENCE WITH S. CORCORAN RE DOCUMENT PRODUCTION (0.3); TELECONFERENCE WITH B. SHAW RE SAME (0.2); DRAFTED CORRESPONDENCE TO J. SHEEHAN, L. MARION, M. LOEB AND B. SAX RE APPALOOSA DOCUMENT PRODUCTION (0.3).
MEISLER RE	01/25/06	8.60	REVIEWED AND COMMENTED ON PRESENTATION RE 341 MEETING (2.1); CONFERENCE WITH B. SAX RE APPALOOSA DOCUMENT REQUEST (0.4); TELECONFERENCE WITH S. GALES RE SAME (0.2); CONFERENCE WITH J. SHEEHAN RE SAME (0.5); CONTINUED WORKING ON DOCUMENT PRODUCTION RE APPALOOSA (1.8); DRAFTED INTERNAL COMMUNICATION RE APPALOOSA DOCUMENT PRODUCTION (0.5); CONFERENCE WITH E. ARBITTER RE UCC PRESENTATION (0.2); REVIEWED SAME (2.9).
MEISLER RE	01/26/06	7.90	CONTINUED WORKING ON APPALOOSA DOCUMENT PRODUCTION (6.3); CONFERENCE WITH A. SEGUIN RE APPALOOSA (1.1); CONFERENCE WITH M. LOEB RE SAME (0.3); DRAFTED TRACKING NOTES RE SAME (0.2).
MEISLER RE	01/27/06	2.40	REVIEWED PRESENTATION RE FEB 2 UCC MEETING (1.0); ATTENTION TO 341 SLIDES (0.6); CONTINUED WORKING ON DOCUMENT PRODUCTION RE APPALOOSA (0.5); PARTICIPATED ON TELECONFERENCE WITH APPALOOSA AND B. ROSENBERG RE SAME (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	01/29/06	2.20	WORKED ON UCC PRESENTATION (1.7); ATTENTION TO 341 PRESENTATION (0.5).
MEISLER RE	01/30/06	1.30	CONTINUED TO REVIEW AND COMMENT ON UCC PRESENTATION (1.3).
MEISLER RE	01/31/06	4.00	CONTINUED WORKING ON APPALOOSA DOCUMENT REQUEST (2.4); CONTINUED TO REVIEW AND REVISE UCC PRESENTATION (1.2) AND 341 PRESENTATION (0.4).
		<b>38.20</b>	
REESE RG	01/25/06	0.70	REVIEW AND RESPOND TO ISSUES RE CREDITORS' COMMITTEE PRESENTATION (0.7).
REESE RG	01/30/06	0.80	REVIEW AND REVISE PRESENTATION FOR 341 MEETING (0.8).
		<b>1.50</b>	
STUART NL	01/03/06	0.30	REVIEW CC OBJECTION TO LAW DEBENTURE MOTION (0.3).
STUART NL	01/04/06	0.50	REVISE LAW DEBENTURE SCRIPT (0.1); REVIEW MOTION OF UAW FOR APPOINTMENT TO CREDITORS' COMMITTEE (0.4).
STUART NL	01/06/06	1.30	REVIEW HEARING TRANSCRIPT RE LAW DEBENTURES ARGUMENT (0.9); REVIEW UAW MOTION (0.4).
STUART NL	01/11/06	2.40	REVIEW TRANSCRIPT RE COURT'S REVIEW OF UCC APPOINTMENT (0.5); BEGIN RESEARCHING APPOINTMENT OF UNIONS TO UCC (1.9).
STUART NL	01/12/06	3.50	CONDUCT WESTLAW RESEARCH RE UNION APPOINTMENTS TO THE UNSECURED CREDITORS' COMMITTEE (2.4); BEGIN REVIEW OF CASES RE SAME (1.1).
STUART NL	01/13/06	6.20	CONTINUE TO RESEARCH RE UNION APPOINTMENT TO UCC (2.9); REVIEW CASES AND BEGIN TO COMPILE SURVEY OF SAME (3.3).
STUART NL	01/16/06	7.80	CONTINUE RESEARCH RE APPOINTMENT OF UNIONS TO CREDITORS' COMMITTEE (3.5); CONTINUE DIGEST OF RELEVANT CASE LAW (2.8); BEGIN DRAFTING STATEMENT IN SUPPORT OF UNION'S APPOINTMENT (1.5).
STUART NL	01/17/06	5.70	CONTINUE TO DRAFT STATEMENT IN SUPPORT OF UAW'S APPOINTMENT TO CREDITORS' COMMITTEE (3.9); REVISE CASE LAW CITED IN STATEMENT (1.1); REVISE STATEMENT (0.7).
		<b>27.70</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	01/03/06	2.00	REVIEW FILINGS RE APPALOOSA MOTION TO APPOINT EQUITY COMMITTEE, ADDRESS ISSUES RE SAME (1.5); ADDRESS ISSUES RE LAW DEBENTURES MOTION TO JOIN CREDITORS' COMMITTEE AND ADDRESS ISSUES RE SAME (0.5).
TOUSSI S	01/04/06	0.90	ADDRESS ISSUES RE APPALOOSA EQUITY COMMITTEE MOTION (0.5); REVIEW GM RESPONSE TO MOTION AND FOLLOWUP ISSUES RE SAME RE DIRECTOR COMPOSITION (0.4).
TOUSSI S	01/05/06	0.30	ADDRESS ISSUES RE EQUITY COMMITTEE MOTION (0.3).
TOUSSI S	01/11/06	0.70	REVIEW INFORMATION BLOCKING PROCEDURES MOTION FILED BY US TRUSTEE IN NORTHWEST AND DELTA BANKRUPTCY CASES (0.7).
TOUSSI S	01/18/06	1.20	DRAFT AND REVISE PRESENTATION RE EQUITY COMMITTEE (1.2).
TOUSSI S	01/19/06	0.30	UPDATE EQUITY MOTION INFORMATION FOR PRESENTATION (0.3).
TOUSSI S	01/20/06	2.10	ADDRESS ISSUES RE APPALOOSA MOTION FOR EQUITY COMMITTEE (0.7); REVIEW DRAFT DISCOVERY RESPONSE, ADDRESS ISSUES RE SAME (0.6); REVIEW CORRESPONDENCE, RESPOND TO SAME (0.4); REVIEW MOTIONS FILED BY VARIOUS PARTIES RE SAME (0.4).
TOUSSI S	01/23/06	2.90	PREPARE FOR MEETING RE EQUITY COMMITTEE MOTION, INCLUDING REVIEWING TRANSCRIPTS AND EQUITY COMMITTEE MOTIONS IN RELATED CASES (1.5); REVIEW DISCOVERY REQUESTS AND PROTECTIVE ORDER RE SAME (0.6); PREPARE AND RESPOND TO VARIOUS CORRESPONDENCE RE DISCOVERY ON EQUITY COMMITTEE MOTION (0.8).
TOUSSI S	01/24/06	1.00	REVIEW TRANSCRIPTS FROM VARIOUS CASES INVOLVING REQUESTS FOR EQUITY COMMITTEE (1.0).
TOUSSI S	01/26/06	1.90	EDIT AND REVISE CREDITORS' COMMITTEE PRESENTATION (1.1); ADDRESS ISSUES RE EQUITY COMMITTEE MOTION (0.8).
TOUSSI S	01/30/06	2.70	REVIEW TRANSCRIPTS FROM VARIOUS EQUITY COMMITTEE HEARINGS IN SDNY (2.2); ADDRESS ISSUES RE APPALOOSA EQUITY COMMITTEE MOTION (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	01/31/06	2.10	ADDRESS ISSUES RE APPALOOSA MOTION TO APPOINT EQUITY COMMITTEE, INCLUDING REVIEWING PRESENTATIONS RE LIQUIDITY POSITION OF COMPANY DURING 2/3 QUARTER OF 2005 (2.1).
		18.10	
<b>Total Associate</b>		<b>162.60</b>	
SALAZAR AG	01/25/06	3.10	PREPARE AND DISTRIBUTE TO PARTNERS ALL DOCUMENTS NEEDED FOR COMMITTEE AND US TRUSTEE MEETINGS (3.1).
		3.10	
ZSOLDOS AF	01/24/06	0.60	CHECK MIRANT DOCKET FOR ALL EQUITY COMMITTEE RELATED DOCUMENTS (0.6).
ZSOLDOS AF	01/31/06	3.10	COORDINATE CREDITORS' COMMITTEE MEETING (3.1).
		3.70	
<b>Total Legal Assistant</b>		<b>6.80</b>	
<b>TOTAL TIME</b>		<b><u>226.00</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Creditor Meetings/ Statutory Committees**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	01/24/06	Meisler RE	284.00
Air/Rail Travel - vendor feed	01/25/06	Meisler RE	284.00
Air/Rail Travel - vendor feed	01/27/06	Meisler RE	389.59
Air/Rail Travel - vendor feed	01/27/06	Meisler RE	-389.59
Air/Rail Travel - vendor feed	01/27/06	Meisler RE	284.00
Air/Rail Travel - vendor feed	01/30/06	Meisler RE	284.00
Air/Rail Travel - vendor feed	01/30/06	Meisler RE	165.24
Air/Rail Travel - vendor feed	01/30/06	Meisler RE	-165.24
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$1,136.00</b>
In-house Reproduction	01/03/06	Copy Center, D	1.21
In-house Reproduction	01/06/06	Copy Center, D	7.24
In-house Reproduction	01/27/06	Copy Center, D	12.26
In-house Reproduction	01/31/06	Copy Center, D	76.29
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$97.00</b>
Telephone Expense	01/27/06	Telecommunications, D	2.64
Telephone Expense	01/27/06	Telecommunications, D	3.26
Telephone Expense	01/27/06	Telecommunications, D	0.10
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$6.00</b>
Westlaw	01/03/06	Stuart NL	116.15
Westlaw	01/12/06	Stuart NL	339.40
Westlaw	01/13/06	Stuart NL	57.56
Westlaw	01/16/06	Stuart NL	82.77
Westlaw	01/17/06	Stuart NL	56.12
		<b>TOTAL WESTLAW</b>	<b>\$652.00</b>
Reproduction - color	01/31/06	Copy Center, D	65.50

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Reproduction - color	01/31/06	Copy Center, D	36.50
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$102.00</b>
Air/Rail Travel (external)	01/03/06	Butler, Jr. J	86.33
Air/Rail Travel (external)	01/24/06	Butler, Jr. J	245.67
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$332.00</b>
Out-of-Town Travel	01/03/06	Butler, Jr. J	16.00
Out-of-Town Travel	01/03/06	Butler, Jr. J	297.71
Out-of-Town Travel	01/03/06	Butler, Jr. J	42.66
Out-of-Town Travel	01/03/06	Butler, Jr. J	12.67
Out-of-Town Travel	01/24/06	Butler, Jr. J	9.00
Out-of-Town Travel	01/24/06	Butler, Jr. J	32.00
Out-of-Town Travel	01/24/06	Butler, Jr. J	457.49
Out-of-Town Travel	01/24/06	Butler, Jr. J	10.50
Out-of-Town Travel	01/27/06	Meisler RE	575.16
Out-of-Town Travel	01/27/06	Meisler RE	39.99
Out-of-Town Travel	01/27/06	Meisler RE	261.82
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$1,755.00</b>
Messengers/ Courier	01/06/06	Dist Serv/Mail/Page, D	42.31
Messengers/ Courier	01/19/06	Dist Serv/Mail/Page, D	21.46
Messengers/ Courier	01/25/06	Dist Serv/Mail/Page, D	17.84
Messengers/ Courier	01/25/06	Dist Serv/Mail/Page, D	19.80
Messengers/ Courier	01/29/06	Arrow Messenger Svc	24.59
Messengers/ Courier	01/29/06	Arrow Messenger Svc	24.59
Messengers/ Courier	01/30/06	Dist Serv/Mail/Page, D	16.53
Messengers/ Courier	01/31/06	Dist Serv/Mail/Page, D	230.88
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$398.00</b>
Out-of-Town Meals	01/03/06	Butler, Jr. J	9.69
Out-of-Town Meals	01/24/06	Butler, Jr. J	8.51
Out-of-Town Meals	01/25/06	Meisler RE	114.53
Out-of-Town Meals	01/25/06	Meisler RE	5.94
Out-of-Town Meals	01/26/06	Meisler RE	45.08

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	01/26/06	Meisler RE	20.25
Out-of-Town Meals	01/27/06	Meisler RE	2.32
Out-of-Town Meals	01/27/06	Meisler RE	15.00
Out-of-Town Meals	01/27/06	Meisler RE	9.60
Out-of-Town Meals	01/27/06	Meisler RE	4.08
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$235.00</b>
Wireless - Mobile/Cellular/Pager	12/09/05	Meisler RE	99.67
Wireless - Mobile/Cellular/Pager	01/09/06	Meisler RE	60.33
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$160.00</b>
		<b>TOTAL MATTER</b>	<b>\$4,873.00</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-7  
EMPLOYEE MATTERS (LABOR UNIONS)  
705.4 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Employee Matters (Labor Unions)**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/17/05	1.10	EMAILS FROM/TO T. JERMAN RE SECTION 1113/1114 ISSUES (0.2); REVIEW MATERIALS RE SAME AND PREPARE FOR WORKING GROUP MEETING AT COMPANY IN TROY (0.9).
BUTLER, JR. J	10/19/05	1.20	PREPARE FOR (0.4) AND ATTEND (0.8) WORKING GROUP MEETING AT COMPANY IN TROY.
BUTLER, JR. J	10/20/05	0.80	REVIEW SECTION 1113 OFFERS (0.4); EMAILS TO/FROM R. SIEGEL RE SECTION 1113 PROCESS (0.2); EMAILS FROM/TO B. SAX RE IUE (0.2).
BUTLER, JR. J	10/21/05	1.20	CONTINUE TO REVIEW SECTION 1113 OFFERS (0.4); EMAILS FROM/TO B. SAX RE SAME (0.2); EMAILS FROM/TO B. SAX AND T. JERMAN RE SERVICE OF SECTION 1113 OFFERS (0.6).
BUTLER, JR. J	10/27/05	0.60	EMAILS FROM/TO T. JERMAN AND B. SAX RE LABOR MATTERS, UNION DUE DILIGENCE AND LABOR STRATEGY SESSION (0.6).
BUTLER, JR. J	10/31/05	0.40	BEGIN TO PREPARE FOR NOVEMBER 1ST WORKING GROUP MEETING AT COMPANY RE SECTION 1113 / 1114 STRATEGY SESSION (0.4).
BUTLER, JR. J	11/01/05	2.80	PREPARE FOR (0.4) AND ATTEND (2.4) WORKING GROUP MEETING WITH M. WEBER, K. BUTLER, S. CORCORAN, B. SAX AND OTHERS IN TROY RE SECTION 1113 AND 1114 STRATEGY SESSION.
BUTLER, JR. J	11/02/05	0.40	TELECONFERENCE WITH B. SIMON RE UAW MATTERS INCLUDING REQUEST TO BE ADDED TO CREDITORS COMMITTEE AND DEBTOR'S REIMBURSEMENT OF FINANCIAL ADVISORY COSTS INCURRED BY UAW (0.4).
BUTLER, JR. J	11/03/05	2.30	PREPARE FOR (0.4) AND PARTICIPATE IN (1.9) STRATEGY SESSION WITH REPRESENTATIVES OF FTI, GROOM, O'MELVENY AND ROTHSCHILD RE SECTION 1113/1114 TIMETABLE AND NEXT STEPS.
BUTLER, JR. J	11/05/05	1.60	REVIEW STRATEGY MEMOS RE AND CONSIDER SECTION 1113/1114 TIMETABLE AND NEXT STEPS (1.6).
BUTLER, JR. J	11/07/05	0.30	EMAIL FROM T. KENNEDY RE IUE REQUEST FOR FINANCIAL ADVISOR (0.1); FOLLOW-UP ON SAME (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	11/08/05	1.20	EMAILS FROM B. SAX, R. SIEGEL AND T. JERMAN RE SECTION 1113 AND 1114 MATTERS (0.4); FOLLOW-UP ON SAME (0.2); FOLLOW-UP ON IUE REQUEST FOR DELPHI REIMBURSEMENT OF FINANCIAL ADVISOR (0.3); REVIEW EMAIL FROM T. JERMAN RE WORK STREAMS AND CONSIDER SAME (0.3).
BUTLER, JR. J	11/09/05	1.60	EMAILS FROM B. SAX RE SECTION 1113 AND 1114 MATTERS (0.2); BEGIN TO PREPARE FOR NOVEMBER 14TH LABOR SUMMIT MEETING IN TROY (1.4).
BUTLER, JR. J	11/10/05	1.70	EMAILS FROM B. SAX AND R. EISENBERG RE SECTION 1113 AND 1114 MATTERS (0.2); CONTINUE TO PREPARE FOR NOVEMBER 14TH LABOR SUMMIT MEETING IN TROY (0.9); REVIEW AND CONSIDER ISSUES LIST PREPARED BY B. SAX (0.6).
BUTLER, JR. J	11/11/05	0.90	EMAILS FROM/TO B. SAX RE REVISED SECTION 1113 PROPOSAL AND RELATED MATTERS (0.4); REVIEW AGENDA FOR NOVEMBER 14TH LABOR SUMMIT AND CONTINUE TO PREPARE FOR MEETING (0.5).
BUTLER, JR. J	11/13/05	1.40	CONTINUE TO PREPARE FOR NOVEMBER 14TH WORKING GROUP MEETING AT COMPANY RE SECTION 1113 / 1114 STRATEGY SESSION (1.4).
BUTLER, JR. J	11/14/05	3.70	PREPARE FOR (0.3) AND ATTEND (1.8) WORKING GROUP MEETING AT COMPANY RE SECTION 1113 / 1114 STRATEGY SESSION; ATTEND ADDITIONAL MEETINGS AND DRAFTING SESSION RE REVISED SECTION 1113 / 1114 PROPOSALS WITH K. BUTLER, B. SAX, B. SIEGEL, T. JERMAN AND OTHERS AT COMPANY IN TROY (1.6).
BUTLER, JR. J	11/16/05	0.90	FOLLOW-UP ON MATTERS FROM NOVEMBER 14TH WORKING GROUP MEETING AT COMPANY RE SECTION 1113/1114 STRATEGY SESSION (0.9).
BUTLER, JR. J	11/20/05	0.40	REVIEW AND COMMENT ON NOVEMBER 21ST CLIENT STRATEGY AGENDA FOR DELPHI SENIOR MANAGEMENT AT COMPANY RE SECTION 1113 AND 1114 PREPARATION AND RELATED MATTERS (0.4).
BUTLER, JR. J	11/22/05	2.20	PREPARE FOR (0.3) AND ATTEND (1.9) STRATEGIC PLANNING MEETING WITH DELPHI SENIOR MANAGEMENT AT COMPANY IN TROY INCLUDING J. SHEEHAN, K. BUTLER AND B. SAX RE SECTION 1113 AND 1114 PREPARATION AND RELATED MATTERS.
BUTLER, JR. J	11/23/05	0.40	TELECONFERENCE WITH B. SIEGEL RE SECTION 1113/1114 PREPARATION AND TIMETABLE MATTERS INCLUDING NOVEMBER 30TH STRATEGY MEETING IN TROY (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	11/27/05	0.30	TELECONFERENCES WITH B. SIMON (0.1), T. KENNEDY (0.1) AND EMAIL TO R. ROSENBERG (0.1) RE DELPHI PUBLIC ANNOUNCEMENT RE GM DISCUSSIONS, FINANCIAL SUPPORT AND DEFERRAL OF COMMENCEMENT OF SECTION 1113 AND 1114 MOTIONS UNTIL JANUARY 20, 2006.
BUTLER, JR. J	11/28/05	0.20	WORK ON SCHEDULING ORDER RE DEFERRAL OF COMMENCEMENT OF SECTION 1113 AND 1114 MOTIONS UNTIL JANUARY 20, 2006 (0.2).
BUTLER, JR. J	11/29/05	0.40	PREPARE NOVEMBER 30TH MEETING WITH K. BUTLER, B. SAX, N. BUBNOVICH, T. JERMAN AND OTHERS AT COMPANY IN TROY RE SECTION 1113 / 1114 MATTERS INCLUDING LITIGATION PREPARATION (0.4).
BUTLER, JR. J	11/30/05	2.30	PREPARE FOR (0.2) AND ATTEND (2.1) MEETING WITH K. BUTLER, B. SAX, N. BUBNOVICH, T. JERMAN AND OTHERS AT COMPANY IN TROY RE SECTION 1113/1114 MATTERS INCLUDING LITIGATION PREPARATION.
		<b>30.30</b>	
FURFARO JP	11/03/05	3.80	REVIEW OF UNION PROPOSAL/RELATED MATERIALS (1.4); MEETING WITH FINANCIAL ADVISORS/COUNSEL TO DISCUSS LABOR ISSUES (2.4).
FURFARO JP	11/07/05	2.90	REVIEW OF WORKERS COMPENSATION ISSUE/RESEARCH (1.4); UPDATE TO LABOR QUESTIONS/ISSUES IN NEGOTIATIONS (0.5); REVIEW OF PROPOSALS (1.0).
FURFARO JP	11/08/05	3.00	REVIEW OF ISSUES IN LABOR NEGOTIATIONS (0.9); REVIEW OF CBA MATERIALS (1.4); ANALYZE WORKERS COMPENSATION ISSUE (0.7).
FURFARO JP	11/10/05	2.80	REVIEW OF CBA RELATED MATERIAL (2.1); REVIEW OF STATUS OF PROJECTS FOR LABOR NEGOTIATIONS (0.7).
FURFARO JP	11/11/05	4.10	WORKING GROUP TELECONFERENCE TO DISCUSS CASE ADMINISTRATION/ISSUES (1.5); REVIEW OF DRAFT PRESENTATION ON LABOR ISSUES (1.0); REVIEW OF DRAFT AGENDA ITEMS FOR MEETING ON 11/14 (0.7); RESEARCH FILE RE LABOR/BANKRUPTCY ISSUES (0.9).
FURFARO JP	11/14/05	6.90	REVIEW OF PRECEDENT MOTION (0.9); REVIEW OF ISSUES FOR DISCUSSIONS (0.8); REVIEW OF PROPOSALS (0.7); MEETING/CONFERENCES WITH K. BUTLER, B. SAX, B. SEGAL, T. JERMAN AND WORKING GROUP IN TROY TO ANALYZE LABOR ISSUES (4.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FURFARO JP	11/15/05	2.40	REVIEW OF DRAFT PRESENTATION TO COMMITTEE (0.8); REVIEW OF CBA PROPOSALS (1.1); CBA REVIEW (0.5).
FURFARO JP	11/16/05	1.80	IDENTIFY/REVIEW EXPERT (1.0); CBA REVIEW (0.8).
FURFARO JP	11/17/05	3.00	REVIEW OF POTENTIAL EXPERTS (1.0); REVIEW OF RESEARCH MATERIALS RE LABOR LAW ISSUES (2.0).
FURFARO JP	11/18/05	3.40	WORKING GROUP TELECONFERENCE TO REVIEW CASE STATUS/ADMINISTRATION (1.4); REVIEW OF 1113 RESEARCH (1.1); SCHEDULING WITH POTENTIAL EXPERT/REVIEW BACKGROUND MATERIAL (0.9).
FURFARO JP	11/20/05	1.40	REVIEW OF AGENDA ITEMS (0.7); REVIEW OF PROPOSAL (0.7).
FURFARO JP	11/21/05	2.90	EXPERT RETENTION (1.0); LABOR CONFERENCE CALL WITH K. BUTLER, B. SAX AND LABOR GROUP (1.5); FOLLOWUP ITEMS (0.4).
FURFARO JP	11/22/05	2.20	ANALYZE ISSUE RE MASTER SEPARATION AGREEMENT AND EMPLOYEE AGREEMENT (1.0); REVIEW OF CBA PROVISIONS (1.2).
FURFARO JP	11/23/05	3.20	REVIEW OF CBAS AND BENEFITS DOCUMENTS (2.1); REVIEW OF DRAFT SCHEDULE (0.2); REVIEW OF GUARANTEE DOCUMENTS (0.9).
FURFARO JP	11/25/05	1.10	REVIEW OF CBA ANALYSIS (1.1).
FURFARO JP	11/27/05	1.50	REVIEW OF DRAFT COURT PAPERS (1.5).
FURFARO JP	11/29/05	4.50	REVIEW OF DRAFT MOTION/RESEARCH (2.7); REVIEW OF CBA DOCUMENTS AND RELATED AGREEMENTS (1.8).
FURFARO JP	11/30/05	4.00	MEETING AT DELPHI TO DISCUSS LABOR ISSUES (2.0); COMMENTS TO DRAFT COURT PAPERS (1.0); REVIEW OF MATERIALS FOR EXPERTS (1.0).
		<b>54.90</b>	
LYONS JK	10/13/05	1.50	REVIEW OF 1113 FIRST DAY STRATEGIES AND REVIEW OF OTHER UNION MATTERS (1.5).
LYONS JK	10/20/05	2.60	REVIEW OF 1113 MATTERS AND STRATEGIES RE THE SAME (2.6).
LYONS JK	10/25/05	1.50	DEVELOPED 1113 STRATEGIES AND PREPARATION (1.5).
LYONS JK	10/26/05	2.00	REVIEW OF VARIOUS LABOR MATTERS INCLUDING TUITION REIMBURSEMENT AND OTHER MATTERS (2.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

LYONS JK	10/27/05	1.80	MEETING WITH T. JERMAN, B. SAX AND OTHERS RE 1113 STRATEGIES (1.8).
LYONS JK	11/01/05	5.00	PARTICIPATED IN 1113 STRATEGY SESSION (3.5); BUSINESS MODEL DISCUSSION AND PLANNING (1.5).
LYONS JK	11/03/05	3.00	PREPARATION FOR AND MEETING WITH 1113 STRATEGY TEAM AND DISCUSSION OF GO FORWARD STRATEGIES (3.0).
		<b>17.40</b>	
MARAFIOTI KA	11/03/05	1.90	MEETING WITH FTI, O'MELVENY, ROTHSCHILD RE SECTION 1113 ISSUES (1.0); MEETING WITH S. CORCORAN, K. CRAFT, J. SHEEHAN RE SECTION 1113 (0.5); FOLLOWUP ON SAME (0.4).
MARAFIOTI KA	11/11/05	0.40	CORRESPONDENCE FROM V. VRON RE RETIREE COMMITTEE (0.1); REVIEWED ORDER AND CORRESPONDENCE FROM UNIONS (0.2); COMMUNICATIONS WITH V. VRON (0.1).
MARAFIOTI KA	11/14/05	0.10	TELECONFERENCE FROM J. TANNENBAUM RE SECTION 1113 AND 1114 MOTIONS (0.1).
MARAFIOTI KA	11/28/05	0.50	WORK ON REVISED SECTION 1113/1114 ORDER (0.5).
		<b>2.90</b>	
<b>Total Partner</b>		<b>105.50</b>	
MATZ TJ	11/21/05	0.40	WORKING ON EXPERT REPORTS REQUIREMENTS (0.4).
MATZ TJ	11/28/05	1.60	WORKING ON REVISIONS TO 1113/1114 SCHEDULING ORDER (0.9); VARIOUS TELECONFERENCES WITH CHAMBERS RE POSSIBLE SCHEDULING DATES (0.7).
		<b>2.00</b>	
<b>Total Counsel</b>		<b>2.00</b>	
FERN BM	11/17/05	1.70	RESEARCH RE FAIR AND EQUITABLE NATURE OF 1113 PROPOSALS (0.9); BEGAN DRAFTING SEC OF 1113 MEMO RE FAIR AND EQUITABLE (0.8).
FERN BM	11/18/05	5.30	CONTINUED RESEARCHING ISSUES RE FAIR AND EQUITABLE PROPOSALS (1.6); CONTINUED DRAFTING FAIR AND EQUITABLE SECTION OF 1113 MEMO (2.9); COMPLETED DRAFT OF 1113 RIDER RE FAIR AND EQUITABLE (0.8).
		<b>7.00</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

KOHUT RD	11/08/05	2.80	REVIEW OF LABOR DOCUMENTS FROM THE SEPARATION OF DELPHI FROM GM FOR CONTRACTUAL EMPLOYEE OBLIGATIONS (1.5); LEGAL RESEARCH ON WORKERS COMPENSATION PAYMENT LIABILITY (1.3) .
KOHUT RD	11/09/05	1.50	REVIEW OF LABOR DOCUMENTS FROM THE SEPARATION OF DELPHI FROM GM FOR CONTRACTUAL EMPLOYEE OBLIGATIONS (0.5); LEGAL RESEARCH ON WORKERS COMPENSATION PAYMENT LIABILITY (1.0) .
KOHUT RD	11/15/05	4.50	REVIEW AND ORGANIZATION OF COLLECTIVE BARGAINING AGREEMENTS (4.5) .
KOHUT RD	11/16/05	2.00	REVIEW AND ORGANIZATION OF COLLECTIVE BARGAINING AGREEMENTS (1.5); REVIEW OF SECTION 1113 MATERIALS (0.5) .
KOHUT RD	11/17/05	1.00	REVIEW AND ORGANIZATION OF COLLECTIVE BARGAINING AGREEMENTS (1.0) .
KOHUT RD	11/21/05	2.70	LEGAL RESEARCH OF TESTIMONY ON SECTION 1113 (2.7) .
KOHUT RD	11/22/05	2.30	LOCATING COLLECTIVE BARGAINING AGREEMENTS (0.5); REVIEWING COLLECTIVE BARGAINING AGREEMENTS (1.8) .
KOHUT RD	11/23/05	4.50	REVIEW OF PROVISIONS RELATED TO COLLECTIVE BARGAINING IN UNION AGREEMENTS (4.5) .
KOHUT RD	11/28/05	2.50	REVIEW OF SECTION 1113 MOTION AND PROVISIONS RELATED TO COLLECTIVE BARGAINING IN UNION AGREEMENTS (2.5) .
KOHUT RD	11/29/05	0.50	REVIEW OF PROVISIONS RELATED TO COLLECTIVE BARGAINING IN UNION AGREEMENTS (0.5) .
		<b>24.30</b>	
TOUSSI S	11/28/05	2.70	EDIT AND REVISE AMENDED ORDER FOR SCHEDULING HEARING ON 1113 AND 1114 MOTIONS (1.5), FOLLOW-UP ISSUES RE SAME (1.2) .
		<b>2.70</b>	
WILSON LD	11/03/05	1.50	REVIEW MATERIALS GATHERED ON PROPOSALS AND LATEST UNION POSITIONS (0.5); REVIEW PRESENTATION RE 1113 FILING AND MARKET COMPARISON (1.0) .
WILSON LD	11/04/05	1.00	REVIEW PROPOSAL MATERIALS FORWARDED BY FURFARO (1.0) .

**SKADDEN, ARPS, SLATE, MEAGHER & FLOW LLP AND AFFILIATES**

WILSON LD	11/07/05	2.90	CONFERENCE WITH FURFARO ON LABOR ISSUES (0.4); TELECONFERENCE WITH CHICAGO OFFICE RE LABOR AND WORKERS COMP ISSUES (0.5); RESEARCH AND CIRCULATE FINDINGS ON WORKERS COMP ISSUE (1.2); REVIEW MATERIALS AND CONFERENCE KOHUT ON DELPHI LABOR ISSUES (0.3); REVIEW MATERIALS EXCHANGED WITH LABOR UNIONS (0.5).
WILSON LD	11/08/05	2.50	CONFERENCE KOHUT ON WORKERS COMP ISSUE (0.3); REVIEW RESEARCH DONE ON SAME (1.0); REVIEW MASTER AGREEMENTS WITH GM (1.2).
WILSON LD	11/09/05	0.40	REVIEW 1114 PAPERS FILED (0.4).
WILSON LD	11/10/05	0.40	REVIEW NEGOTIATION UPDATED MATERIALS (0.4).
WILSON LD	11/14/05	2.50	REVIEW MEETING MATERIALS (0.8); CONFERENCE J. FURFARO ON LABOR/BENEFITS CALL (0.2); CONTACT R. MEISLER AND N. LEFF ON SAME (0.2); REVIEW RESEARCH ON WORKERS COMP ISSUE (0.8); REVIEW ARTICLE UPDATES FOR LABOR ISSUES (0.5).
WILSON LD	11/15/05	3.30	REVIEW LABOR AGREEMENT MATERIALS RECEIVED FROM OMM (1.0); MAKE ARRANGEMENT FOR ORGANIZATION AND PREP OF SAME (0.4); REVIEW MEETING MATERIALS (0.5); ATTENTION TO RESTRUCTURING ISSUES RAISED BY J. FURFARO (0.4); REVIEW LABOR AGREEMENTS FOR FACILITY APPLICATION (0.5); REVIEW OMM MATERIALS AND CONFERENCE WITH R. JANGER ON LABOR ISSUES (0.5).
WILSON LD	11/16/05	1.00	REVIEW NEWS CLIPS FOR POTENTIAL LABOR DEVELOPMENTS (0.5); REVIEW AGREEMENTS FOR GM FLOW BACK ISSUES (0.5).
WILSON LD	11/17/05	4.00	REVIEW LABOR AGREEMENTS IN PREP OF ASSISTANCE ON 1113 MOTION (4.0).
WILSON LD	11/18/05	4.50	PREPARE FOR MEETINGS (0.8); CONFERENCE WITH J. FURFARO ON SAME (0.3); REVIEW PRESS CLIPS FOR POTENTIAL UNION NEGOTIATION ISSUES (0.4); CONTACT OMM ON OUTSTANDING REQUESTS (0.3); REVIEW LABOR AGREEMENTS FOR 1113 ISSUES (1.0); CONTACT POTENTIAL EXPERT TO SCHEDULE CALL (0.3); RESEARCH BACKGROUND OF POTENTIAL CBA EXPERT (1.0); COORDINATE SET-UP OF CALL TO INTERVIEW CBA EXPERT (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WILSON LD	11/21/05	5.20	PREPARE FOR AND HOST CALL WITH POTENTIAL CBA EXPERT (0.8); REVIEW SPIN-OFF AND LABOR AGREEMENTS (1.0); RESEARCH EXPERT REPORT TIMING ISSUES (2.0); PARTICIPATE ON CALL TO UPDATE LABOR ISSUES AND 1113 WITH CLIENT (1.0); PREPARE E-MAIL ON ISSUES (0.4).
WILSON LD	11/22/05	3.20	TELECONFERENCE ON OPEN LABOR ISSUES IN AGREEMENTS (0.5); REVIEW MATERIALS SENT BY OMM FOR RELEVANT PROVISIONS TO GM (1.0); REVIEW BENEFITS AGREEMENTS FOR RELEVANT ISSUES (0.7); RESEARCH EXPERT REPORT GUIDELINES AND CANDIDATES (1.0).
WILSON LD	11/23/05	3.70	CONTACT R. MEISLER RE REVIEW OF GM AGREEMENTS AND MEMOS ON SAME (0.6); REVIEW KOHUT DRAFT SUMMARY (0.6); REVIEW AGREEMENTS IN PREPARE FOR MOTION (2.5).
WILSON LD	11/28/05	2.80	REVIEW DRAFT OF MOTION (1.0); CONFER FURFARO ON DEVELOPMENTS WITH GM (0.3); REVIEW SPIN-OFF MATERIALS (1.0); REVIEW NEWS UPDATES FOR LABOR NEGOTIATION ISSUES (0.5).
WILSON LD	11/29/05	1.90	CONFERENCE WITH J. FURFARO ON OPEN ISSUES FOR MANAGEMENT MEETING (0.3); REVIEW DRAFT MOTION AND NOTES ON ISSUES IN SAME (0.9); REVIEW CASES CITED IN SAME (0.3); RESEARCH POTENTIAL EXPERTS FOR MOTION (0.4).
		40.80	
<b>Total Associate</b>		74.80	
DONNELLY NP	11/14/05	3.80	ASSEMBLE FOR ATTORNEY REVIEW THE INDEX OF DELPHI CBA'S (3.8).
DONNELLY NP	11/15/05	4.60	ASSEMBLE FOR ATTORNEY REVIEW THE BINDERS OF DELPHI CBA'S (4.6).
DONNELLY NP	11/16/05	3.20	ASSEMBLE FOR ATTORNEY REVIEW THE CBA BINDERS PER ATTORNEY INSTRUCTION (3.2).
DONNELLY NP	11/17/05	1.80	ASSEMBLE FOR ATTORNEY REVIEW THE SELECTED UAW CBA DOCUMENTS (1.8).
		13.40	
<b>Total Legal Assistant</b>		13.40	
<b>TOTAL TIME</b>		<b><u>195.70</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Employee Matters (Labor Unions)**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	11/02/05	Lyons JK	1,029.37
Air/Rail Travel - vendor feed	11/14/05	Furfaro JP	1,283.57
Air/Rail Travel - vendor feed	11/21/05	Furfaro JP	1,103.55
Air/Rail Travel - vendor feed	11/21/05	Furfaro JP	-1,103.55
Air/Rail Travel - vendor feed	11/30/05	Furfaro JP	1,111.06
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$3,424.00</b>
In-house Reproduction	11/15/05	Copy Center, D	281.93
In-house Reproduction	11/22/05	Copy Center, D	31.87
In-house Reproduction	11/25/05	Copy Center, D	97.20
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$411.00</b>
Telephone Expense	11/23/05	Telecommunications, D	4.17
Telephone Expense	11/23/05	Telecommunications, D	6.80
Telephone Expense	11/23/05	Telecommunications, D	0.99
Telephone Expense	11/23/05	Telecommunications, D	0.04
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$12.00</b>
Lexis/Nexis	11/18/05	Yoeli ME	385.00
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$385.00</b>
Westlaw	11/07/05	Wilson LD	37.61
Westlaw	11/08/05	Wilson LD	3.39
		<b>TOTAL WESTLAW</b>	<b>\$41.00</b>
Air/Rail Travel (external)	11/02/05	Butler, Jr. J	201.00
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$201.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Travel	11/02/05	Butler, Jr. J	63.99
Out-of-Town Travel	11/02/05	Butler, Jr. J	797.89
Out-of-Town Travel	11/02/05	Butler, Jr. J	15.50
Out-of-Town Travel	11/02/05	Butler, Jr. J	23.50
Out-of-Town Travel	11/14/05	Furfaro JP	95.04
Out-of-Town Travel	11/30/05	Furfaro JP	225.87
Out-of-Town Travel	11/30/05	Furfaro JP	5.00
Out-of-Town Travel	11/30/05	Furfaro JP	2.00
Out-of-Town Travel	11/30/05	Furfaro JP	40.99
Out-of-Town Travel	11/30/05	Furfaro JP	103.22
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$1,373.00</b>
Messengers/ Courier	11/29/05	Dist Serv/Mail/Page, D	103.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$103.00</b>
Out-of-Town Meals	11/02/05	Butler, Jr. J	20.96
Out-of-Town Meals	11/29/05	Furfaro JP	36.73
Out-of-Town Meals	11/30/05	Furfaro JP	17.31
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$75.00</b>
		<b>TOTAL MATTER</b>	<b>\$6,025.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Employee Matters (Labor Unions)**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	12/02/05	0.20	EMAILS FROM/TO H. KOLKO RE CHANIN ADVISORY AGREEMENT (0.2).
BUTLER, JR. J	12/04/05	0.40	PREPARE FOR DECEMBER 5TH STRATEGY MEETING AT COMPANY IN TROY WITH J. BUTLER AND LABOR WORKING GROUP INCLUDING EMAILS FROM/TO B. SIEGEL (0.4).
BUTLER, JR. J	12/05/05	2.30	PREPARE FOR (0.4) AND ATTEND (1.9) STRATEGY MEETING AT COMPANY IN TROY WITH K. BUTLER AND LABOR WORKING GROUP.
BUTLER, JR. J	12/12/05	0.90	REVIEW REVISED SECTION 1113/1114 CALENDAR (0.4); REVIEW DRAFT LABOR BRIEF (0.5).
BUTLER, JR. J	12/13/05	0.30	EMAILS FROM/TO S. CORCORAN, B. ROSENBERG RE GM COVENANT AGREEMENT AND UNION GUARANTY (0.3).
BUTLER, JR. J	12/14/05	0.30	REVIEW MEMO ON LABOR UNION PROFESSIONAL REIMBURSEMENTS (0.3).
BUTLER, JR. J	12/19/05	0.30	REVIEW OPEB SUPPORT SCHEDULES AND RESPONSES TO INFORMATION REQUESTS (0.3).
BUTLER, JR. J	12/20/05	0.20	EMAIL FROM/TO M. BROUDE RE SECTION 1113/1114 TIMETABLE (0.2).
BUTLER, JR. J	12/27/05	0.30	WORK ON SECTION 1113/1114 REVISED SCHEDULING ORDER (0.3).
BUTLER, JR. J	12/28/05	0.60	REVIEW MEMO AND BACKGROUND MATERIALS ON UAW AND IUE FINANCIAL ADVISOR REIMBURSEMENT AND PROPOSED NEXT STEPS (0.6).
BUTLER, JR. J	12/29/05	0.40	CONTINUE TO CONSIDER NEXT STEPS RE UAW AND IUE FINANCIAL ADVISOR REIMBURSEMENT (0.3); CONTINUE TO REVIEW STATUS OF SECTION 1113/1114 REVISED SCHEDULING ORDER (0.1).
BUTLER, JR. J	12/30/05	0.60	CONTINUE TO REVIEW STATUS OF SECTION 1113/1114 REVISED SCHEDULING ORDER (0.2); EMAILS TO/FROM K. BUTLER AND B. SAX RE SECTION 1113/1114 PREP MEETING SCHEDULE (0.1); EMAILS TO T. KENNEDY AND B. SIMON RE NEXT STEPS FOR APPROVAL PROCESS FOR FINANCIAL ADVISORS REIMBURSEMENT (0.2); EMAIL TO K. BUTLER AND B. SAX RE SAME (0.1).

**6.80**

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FURFARO JP	12/01/05	1.70	REVIEW RESEARCH MATERIALS TO IDENTIFY POTENTIAL EXPERTS (0.8); REVIEW OF OBJECTIONS TO MOTION RE KECEP (0.2); REVISIONS TO 1113 MOTION/MATERIALS (0.7).
FURFARO JP	12/02/05	3.30	CONFERENCE WITH PARTNERS RE CASE ADMINISTRATION (1.5); REVISIONS TO DRAFT OF 1113 MOTION (1.5); REVIEW OF SCHEDULE/TRIAL ESTIMATE (0.1); IDENTIFY EXPERT (0.2).
FURFARO JP	12/05/05	4.00	REVIEW MATERIALS/RESEARCH FOR MEETING WITH CLIENT (2.0); MEETING WITH B. SAX, K. BUTLER, T. JERMAN TO DISCUSS LABOR ISSUES (2.0).
FURFARO JP	12/06/05	7.30	MEETINGS WITH T. JERMAN, R. JANGER AND REPRESENTATIVES OF DELPHI TO DEVELOP FACTS/LEGAL ARGUMENTS (5.0); REVIEW OF RESEARCH RE LABOR ISSUES (1.0); ANALYZE REQUIREMENTS FOR CONFIDENTIALITY AGREEMENT (0.3); REVIEW OF RESEARCH MATERIAL RE CBAS (1.0).
FURFARO JP	12/07/05	2.70	REVIEW OF RESEARCH RE RETENTION OF ADVISORS (1.6); REVIEW OF DRAFT CONFIDENTIALITY AGREEMENT AND PROTECTIVE ORDER (1.1).
FURFARO JP	12/08/05	3.40	REVIEW OF CONFIDENTIALITY ARRANGEMENTS WITH UNIONS/ADVISORS (1.2); TELECONFERENCE WITH T. KENNEDY RE SAME (0.1); REVIEW OF MATERIAL RE POTENTIAL EXPERTS (1.0); REVIEW OF RESEARCH RE RETENTION OF ADVISORS (1.1).
FURFARO JP	12/09/05	4.50	REVIEW OF BACKGROUND MATERIALS/FINANCIAL DATA FOR LABOR MATTERS (2.0); CONFERENCE WITH COUNSEL FOR IUE/CONFIDENTIALITY AGREEMENT FOR ADVISOR (0.8); IDENTIFY POTENTIAL EXPERTS/REVIEW OF RESEARCH AND ARTICLES (1.7).
FURFARO JP	12/12/05	1.50	DRAFT OF CONFIDENTIALITY AGREEMENT FOR ADVISOR (0.2); RESEARCH ITEMS RE POSSIBLE RETENTION AGREEMENT (0.3); REVIEW OF MATERIALS RE BUSINESS SEGMENTS (1.0).
FURFARO JP	12/13/05	3.50	REVIEW OF DRAFT COURT PAPERS (1.0); CONFERENCE WITH B. SAX AND WORKING GROUP RE LABOR MOTION (1.5); INTERVIEW/DISCUSS POSSIBLE EXPERTS (1.0).
FURFARO JP	12/14/05	1.30	REVIEW/REVISE MEMO RE POSSIBLE RETENTION AGREEMENT (1.1); UPDATE RE EXPERT REVIEW (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FURFARO JP	12/15/05	5.10	REVIEW OF MATERIALS RE EXPERTS (1.1); REVIEW OF RESEARCH MATERIALS FOR DRAFT OF COURT PAPERS (1.8); REVIEW OF DRAFT OF BRIEF/REVISIONS (2.2).
FURFARO JP	12/16/05	1.90	INTERNAL CONFERENCE RE CASE ADMINISTRATION/EMPLOYMENT ISSUES (1.4); REVIEW OF MATERIAL RE EXPERTS (0.5).
FURFARO JP	12/19/05	1.10	UPDATE TO EXPERT SELECTION (0.4); CONFERENCES RE BRIEFING (0.3); REVIEW OF DOCUMENT REQUEST/RESPONSE (0.4).
FURFARO JP	12/20/05	1.10	ANALYZE POSSIBLE EXPERT (0.3); CONFERENCE WITH T. JERMAN RE SCHEDULING (0.1); RESPONSE TO REQUEST FOR INFORMATION (0.7).
FURFARO JP	12/21/05	1.50	REVIEW OF REQUESTS FOR INFORMATION/RESPONSE TO SAME (1.2); EXPERT SELECTION (0.3).
FURFARO JP	12/22/05	2.50	REVIEW OF DOCUMENT REQUESTS/RESPONSES (0.8); CONFERENCES WITH K. MARAFIOTI, FTI AND B. SAX RE UNION DATA BASE (1.0); REVIEW OF DATA ITEMS/LIST (0.7).
FURFARO JP	12/23/05	1.80	REVIEW OF LABOR LAW RESEARCH (0.8); REVIEW OF CBA PRECEDENT MOTION (1.0).
FURFARO JP	12/27/05	1.80	REVIEW OF LABOR LAW RESEARCH RE POSSIBLE RETENTION (0.8); CONFERENCE WITH K. MARAFIOTI RE MONTHLY OPERATING REPORT AND RELATED ISSUES (0.3); REVIEW OF DRAFT COURT PAPERS (0.7).
FURFARO JP	12/28/05	1.70	REVIEW OF COURT PAPERS (1.3); WORK ON RETENTION ISSUE (0.4).
FURFARO JP	12/30/05	1.00	CONFERENCE WITH PARTNERS RE CASE ADMINISTRATION (1.0).
<b>52.70</b>			
MARAFIOTI KA	12/08/05	0.10	ANALYZE UNION ISSUE (0.1).
MARAFIOTI KA	12/22/05	1.60	CONSIDER DOCUMENT REQUESTS RE COLLECTIVE BARGAINING AGREEMENT AND EMPLOYEE MATTERS (0.2); TELECONFERENCE WITH R. EISENBERG, T. JERMYN, J. GUGLIELMO, AND B. SAX RE EMPLOYEE ISSUES (1.4).
MARAFIOTI KA	12/27/05	1.10	RESEARCH AND CONSIDER RE UNION REQUEST FOR REIMBURSEMENT OF ADVISOR EXPENSES (1.1).
MARAFIOTI KA	12/30/05	0.30	CORRESPONDENCE RE UNION ADVISOR ENGAGEMENTS (0.3).
<b>3.10</b>			

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Total Partner</b>		<b>62.60</b>	
SILVERMAN D	12/08/05	2.50	DISCUSSION WITH J. FURFARO, R. KIDD AND OTHERS ON AN EXPERT WITNESS ON CBAS AND SECTION 302 ISSUE RE PAYMENTS TO THE UNION (1.2); DISCUSSION WITH J. TRUESDALE POTENTIAL EXPERT (0.3); RESEARCH SECTION 302 ISSUE (1.0).
SILVERMAN D	12/09/05	0.30	DISCUSSION WITH J. TRUESDALE ON EXPERT TESTIMONY (0.3).
SILVERMAN D	12/12/05	1.50	DISCUSSION WITH J. TRUESDALE, POTENTIAL EXPERT WITNESS (0.5) GATHER INFORMATION TO PROVIDE TO TRUESDALE RE THE ISSUES TO BE COVERED BY HIS POTENTIAL TESTIMONY (1.0).
SILVERMAN D	12/13/05	0.60	DISCUSSION WITH J. TRUESDALE RE EXPERT TESTIMONY (0.3) DISCUSSION WITH J. FURFARO AND R. KIDD ON SAME ISSUE (0.3).
SILVERMAN D	12/14/05	1.70	DISCUSSIONS WITH J. TRUESDALE, J. KAHN AND J. FURFARO RE EXPERT TESTIMONY (1.0); REVIEW MEMO RE SECTION 302 VIOLATION (0.7).
SILVERMAN D	12/21/05	0.50	DISCUSSIONS WITH J. TRUESDALE RE TESTIMONY (0.5).
		<b>7.10</b>	
<b>Total Counsel</b>		<b>7.10</b>	
KOHUT RD	12/01/05	3.00	UPDATING BINDER OF COLLECTIVE BARGAINING AGREEMENTS (0.8), REVIEW OF 1113 MOTION (1.2), SUMMARIZATION OF COLLECTIVE BARGAINING AGREEMENT PROVISIONS (1.0).
KOHUT RD	12/02/05	2.60	SUMMARIZING COLLECTIVE BARGAINING AGREEMENT PROVISIONS (2.6).
KOHUT RD	12/05/05	0.20	REVIEW OF COLLECTIVE BARGAINING AGREEMENT (0.2).
KOHUT RD	12/06/05	9.50	REVIEW OF PUBLIC FILINGS FOR INFORMATION AND HISTORY ON BENEFITS GUARANTEE (6.0); LEGAL RESEARCH ON COLLECTIVE BARGAINING AGREEMENTS (3.5).
KOHUT RD	12/07/05	12.30	LEGAL RESEARCH AND SUMMARY DRAFTING ON COLLECTIVE BARGAINING TOPICS (12.3).
KOHUT RD	12/08/05	7.60	LEGAL RESEARCH AND SUMMARY DRAFTING ON COLLECTIVE BARGAINING TOPICS (7.6).
KOHUT RD	12/09/05	1.00	EDITS TO COLLECTIVE BARGAINING SUMMARY (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

KOHUT RD	12/12/05	2.30	COLLECTIVE BARGAINING AGREEMENT PROVISION ANALYSIS (2.3).
KOHUT RD	12/13/05	3.00	COLLECTIVE BARGAINING AGREEMENT PROVISION ANALYSIS; REVIEW OF SECTION 1113 MOTION (3.0).
KOHUT RD	12/20/05	2.70	REVIEW OF COLLECTIVE BARGAINING PROVISIONS WITHIN SECTION 1113 MOTION (2.7).
		<b>44.20</b>	
MEISLER RE	12/07/05	0.30	ATTENTION TO LABOR MATTERS, PROTECTIVE ORDER AND CONFIDENTIALITY AGREEMENT (0.3).
MEISLER RE	12/15/05	0.20	TELECONFERENCES WITH B. SAX RE LABOR (0.2).
MEISLER RE	12/22/05	1.80	PARTICIPATED ON CONFERENCE CALL WITH R. EISENBERG, J. GUGLIELMO, T. JERMAN AND B. SAX RE LABOR STRATEGY (1.4); DRAFTED NOTES TO FILE RE SAME (0.3); TELECONFERENCE WITH H. BAER RE REQUEST FOR USW CBAS (0.1).
		<b>2.30</b>	
WILSON LD	12/01/05	2.70	CONFER ON EXPERTS AND RESEARCH SAME (1.0); REVIEW DRAFT OF BRIEF (0.9); REVIEW CBAS FOR POTENTIAL LIABILITY ISSUES (0.8).
WILSON LD	12/02/05	5.20	COORDINATE AND PARTICIPATE ON CALL WITH OMM ON BRIEF AND CALENDAR ISSUES (1.7); CONFER RESTRUCTURING ON CALENDAR AND UPDATE ORDER (0.5); REVIEW DRAFT OF BRIEF (0.8); RESEARCH ISSUES WITH CBA AND MISSING DOCUMENTS (1.5); SUMMARY OF INDEMNITY AGREEMENTS AND COMMENT ON SAME (1.0).
WILSON LD	12/05/05	3.20	REVIEW BRIEF AND PREPARE COMMENTS ON ISSUES (1.8); REVIEW UNDERLYING DOCUMENTS REVIEWED IN BRIEF (1.4).
WILSON LD	12/06/05	4.30	REVIEW FILINGS ON GM INDEMNITY AND BENEFITS ISSUES (2.0); REVIEW CASES FORWARDED BY OMM ON FEE PAYMENT ISSUES (1.3); RESEARCH LMRA ISSUE (1.0).
WILSON LD	12/07/05	6.90	REVIEW CONFIDENTIALITY DRAFT (0.8); DRAFT SUMMARY ON 302 CASES (0.9); CONFER KOHUT ON FEE PAYMENT RESEARCH ISSUES (0.5); DISCUSS FEE RESEARCH WITH BODEN (0.4); CONFER OMM ON FACT ISSUES CITED IN BRIEF (0.3); RESEARCH CONFIDENTIALITY ORDER ISSUE RE UNION ADVISOR INFO SHARING (1.8); RESEARCH FEE PAYMENT ISSUES (1.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WILSON LD	12/08/05	6.90	CONFERENCE WITH OMM ON SELECTION OF CBA EXPERTS AND ISSUES RELATED TO SAME (1.0); RESEARCH BACKGROUND ON POTENTIAL EXPERT (0.8); REVIEW PROTECTIVE ORDER AND CONFI AGREEMENTS FOR ACCESS TO COMPANY INFO (0.9); RESEARCH FEE REIMBURSEMENT ISSUES (2.0); BEGIN DRAFT MEMO ON SUMMARY OF RESEARCH FINDINGS (1.7); MAKE ARRANGEMENTS FOR EXPERT CALL AND PULL BACKGROUND FOR SAME (0.4).
WILSON LD	12/09/05	7.60	PREPARE FOR AND PARTICIPATE ON EXPERT INTERVIEW CALL (1.0); CONFER FURFARO ON SAME (0.3); RESEARCH BACKGROUND ON EXPERT (1.0); DRAFT ACKNOWLEDGMENT ON CONFI OBLIGATIONS (0.2); CONFER UNION LAWYERS ON DOCUMENTS AND ADVISORS (0.3); RESEARCH LEGAL IMPLICATIONS OF FEE REIMBURSEMENT (1.8); REVIEW FILINGS ON CASE AUTHORIZING FEES (1.0); DRAFT AND REVISE MEMO ON RESEARCH FINDINGS (2.0).
WILSON LD	12/12/05	7.20	CONFER FURFARO ON CONFI AND EXPERT ISSUES (0.8); REVISE CONFI ACKNOWLEDGEMENT FORM AND RECIRCULATE (1.0); REVIEW AND UPDATE ISSUES FOR 1113 CALENDAR (0.5); CONTACT CLIENT ON CONFI ISSUES WITH UNION ADVISORS (0.4); CONFER UNION ATTORNEYS AND CIRCULATE CONFI FORMS (0.5); RESEARCH BACKGROUND ON POTENTIAL EXPERT FOR 1113 MOTION (0.8); RESEARCH ISSUES IN GM SPIN-OFF (1.3); RESEARCH AND REVISE MEMO ON FEE REIMBURSEMENT ISSUE (1.9).
WILSON LD	12/13/05	7.40	REVIEW DRAFT OF 1113 MOTION (2.0); CONFER FURFARO ON SAME (0.4); PREPARE FOR AND PARTICIPATE ON CALL WITH CLIENT AND OMM ON DRAFT MOTION AND SCHEDULE FOR FUTURE DISTRIBUTIONS (1.5); REVIEW AND REVISE MEMO ON FEE REIMBURSE ISSUE (1.6); RESEARCH ISSUES RELATING TO GM INDEMNIFICATION (0.8); CONFERENCE WITH POTENTIAL 1113 EXPERT (0.7); INTERNAL CALL ON ASSESSMENT OF EXPERTS (0.4).
WILSON LD	12/14/05	5.40	REVIEW AND REVISE MEMO ON POTENTIAL LMRA ISSUES (1.9); REVIEW SAME WITH FURFARO (0.4); DRAFT AND CIRCULATE COVER EMAIL EXPLAINING FINDINGS (0.4); REVIEW ADDITIONAL RESEARCH ON LMRA ISSUES (0.9); COORDINATE WITH OMM ON EXPERT ISSUES (0.4); RESEARCH POTENTIAL EXPERT CANDIDATE (0.5); REVIEW NEWS CLIPS FOR 1113 ISSUES (0.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WILSON LD	12/15/05	4.50	CONFER FURFARO ON EXPERTS AND ISSUES FOR LABOR MEETING (0.5); REVIEW AND CIRCULATE EXECUTED CONFI ACKNOWLEDGMENTS (0.4); REVIEW NEWS CLIPS ON POTENTIAL NEGOTIATION ISSUES (0.8); RESEARCH POTENTIAL CBA EXPERT (0.5); REVIEW AND COMMENT ON DRAFT BRIEF (2.0); CONFER JANGER ON SAME (0.3).
WILSON LD	12/16/05	3.20	CONFER FURFARO ON LABOR ISSUES TO RAISE IN CALL (0.3); PARTICIPATE ON STRATEGY AND UPDATE CALL (1.0); COORDINATE WITH OMM ON LOCATING EXPERT (0.4); RESEARCH CONTRACT AND LABOR ISSUES FOR NEGATIONS (1.5).
WILSON LD	12/19/05	3.10	REVIEW REVISED DRAFT OF BRIEF ON 1113 (2.0); CONFER FURFARO AND KOHN ON EXPERT ISSUE (0.4); REVIEW CC REQUESTS FOR LABOR MATERIALS (0.3); COORDINATE REVIEW OF GM AGREEMENTS FOR CONFIDENTIALITY ISSUES (0.4).
WILSON LD	12/20/05	1.40	CONFER FURFARO ON RESPONSE TO UCC REQUEST (0.5); REVIEW MATERIALS FOR BRIEF (0.5); COORDINATE WITH OMM ON MEETING WITH POTENTIAL CBA EXPERT (0.4).
WILSON LD	12/21/05	1.20	CONFER FURFARO ON OPEN UCC REQUESTS AND RESPONSES TO SAME (0.4); REVIEW MATERIALS RELATED TO SAME (0.8).
WILSON LD	12/22/05	2.30	PARTICIPATE ON CALL TO RESOLVE OUTSTANDING UCC REQUESTS AND CREATION OF DATA SITE (1.3); REVIEW MATERIALS ADDED TO DATA SITE (0.5); REVIEW AGREEMENTS FOR POTENTIAL OBJECTION AND PROTECTIVE ORDER ISSUES (0.5).
		<b>72.50</b>	
<b>Total Associate</b>		<b>119.00</b>	
<b>TOTAL TIME</b>		<b><u>188.70</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Employee Matters (Labor Unions)**

**Bill Date: 01/31/06  
Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	12/05/05	Furfaro JP	1,103.40
Air/Rail Travel - vendor feed	12/06/05	Furfaro JP	529.20
Air/Rail Travel - vendor feed	12/06/05	Furfaro JP	-529.20
Air/Rail Travel - vendor feed	12/15/05	Furfaro JP	1,103.40
Air/Rail Travel - vendor feed	12/16/05	Furfaro JP	529.20
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$2,736.00</b>
In-house Reproduction	12/02/05	Copy Center, D	13.71
In-house Reproduction	12/09/05	Copy Center, D	7.00
In-house Reproduction	12/27/05	Copy Center, D	6.29
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$27.00</b>
Telephone Expense	12/29/05	Telecommunications, D	3.14
Telephone Expense	12/29/05	Telecommunications, D	5.16
Telephone Expense	12/29/05	Telecommunications, D	0.70
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$9.00</b>
Lexis/Nexis	12/02/05	Donnelly NP	721.00
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$721.00</b>
Westlaw	12/06/05	Kohut RD	178.28
Westlaw	12/07/05	Kohut RD	490.82
Westlaw	12/07/05	Wilson LD	76.52
Westlaw	12/07/05	Boden JR	443.31
Westlaw	12/08/05	Kohut RD	507.01
Westlaw	12/08/05	Yoeli ME	36.21
Westlaw	12/09/05	Wilson LD	49.87
Westlaw	12/13/05	Kohut RD	104.94
Westlaw	12/13/05	Yoeli ME	26.04
		<b>TOTAL WESTLAW</b>	<b>\$1,913.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Travel	12/06/05	Furfaro JP	9.17
Out-of-Town Travel	12/06/05	Furfaro JP	227.72
Out-of-Town Travel	12/06/05	Furfaro JP	65.71
Out-of-Town Travel	12/06/05	Furfaro JP	41.03
Out-of-Town Travel	12/16/05	Furfaro JP	41.03
Out-of-Town Travel	12/16/05	Furfaro JP	119.63
Out-of-Town Travel	12/16/05	Furfaro JP	65.71
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$570.00</b>
Messengers/ Courier	12/16/05	Dist Serv/Mail/Page, D	25.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$25.00</b>
Out-of-Town Meals	12/05/05	Furfaro JP	58.71
Out-of-Town Meals	12/06/05	Furfaro JP	14.00
Out-of-Town Meals	12/15/05	Furfaro JP	16.03
Out-of-Town Meals	12/15/05	Furfaro JP	26.26
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$115.00</b>
Outside Research/Internet Services	12/16/05	U.S. Document Retrieval Service, Inc.	167.24
Outside Research/Internet Services	12/16/05	U.S. Document Retrieval Service, Inc.	131.76
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$299.00</b>
		<b>TOTAL MATTER</b>	<b>\$6,415.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Employee Matters (Labor Unions)

Bill Date: 02/28/06  
Bill Number: 1108418

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	01/02/06	0.80	EMAILS FROM/TO B. SAX RE SECTION 1113/1114 PREP MEETING SCHEDULE (0.1); EMAILS FROM/TO T. JERMAN RE SECTION 1113/1114 SCHEDULING ORDER (0.1); CONTINUE TO REVIEW NEXT STEPS FOR APPROVAL PROCESS FOR FINANCIAL ADVISORS REIMBURSEMENT (0.3); PREPARE FOR JANUARY 3RD MEETING AT COMPANY WITH D. SHERBIN AND B. SAX RE SECTION 1113/1114 PREP (0.3).
BUTLER, JR. J	01/03/06	0.90	PREPARE FOR (0.4) AND ATTEND (0.5) MEETING AT COMPANY WITH D. SHERBIN AND B. SAX RE SECTION 1113/1114 PREPARATION..
BUTLER, JR. J	01/05/06	1.10	CONTINUE TO REVIEW NEXT STEPS FOR APPROVAL PROCESS FOR FINANCIAL ADVISORS REIMBURSEMENT (0.4); CONTINUE TO WORK ON SECTION 1113/1114 PREPARATION MATTERS (0.7).
BUTLER, JR. J	01/07/06	1.40	REVIEW AND COMMENT ON TERM SHEET FOR UAW AND IUE RE DEBTORS' REIMBURSEMENT OF FINANCIAL ADVISORY FEES (0.4); REVIEW ENGAGEMENT LETTERS FOR BOTH UNIONS (0.3); REVIEW PRELIMINARY PLANT PROFITABILITY MATERIALS (0.7).
BUTLER, JR. J	01/08/06	1.10	REVIEW AND COMMENT ON REVISED TERM SHEET FOR UAW AND IUE RE DEBTOR'S REIMBURSEMENT OF FINANCIAL ADVISORY FEES (0.6); CONTINUE TO REVIEW PRELIMINARY PLANT PROFITABILITY MATERIALS (0.5).
BUTLER, JR. J	01/09/06	0.90	EMAILS FROM/TO B. SAX RE AND WORK ON SECTIONS 1113/1114 PREPARATION MATTERS (0.6); FOLLOW-UP ON UAW/IUE FINANCIAL ADVISOR REIMBURSEMENT MATTERS (0.3).
BUTLER, JR. J	01/11/06	0.80	PREPARE FOR JANUARY 12TH SECTION 1113/1114 LABOR STRATEGY MEETING AT COMPANY IN TROY WITH K. BUTLER, B. SAX, R. SIEGEL, T. JERMAN, ETC. (0.8).
BUTLER, JR. J	01/12/06	2.10	PREPARE FOR (0.3) AND ATTEND (1.8) SECTION 1113/1114 LABOR STRATEGY MEETING AT COMPANY IN TROY WITH K. BUTLER, B. SAX, R. SIEGEL, T. JERMAN, ETC.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	01/15/06	0.90	PREPARE FOR JANUARY 17TH WORKING GROUP MEETING AT COMPANY WITH DELPHI, OMM, FTI, ROTHSCHILD AND SKADDEN TEAM RE SECTION 1113/1114 MATTERS (0.6); EMAILS FROM/TO B. SAX AND R. EISENBERG RE VIRTUAL DATA ROOM (0.3).
BUTLER, JR. J	01/16/06	0.90	CONTINUE TO PREPARE FOR JANUARY 17TH WORKING GROUP MEETING AT COMPANY WITH DELPHI, OMM, FTI, . ROTHSCHILD AND SKADDEN TEAM RE SECTION 1113/1114 MATTERS (0.9).
BUTLER, JR. J	01/17/06	3.60	PREPARE FOR (0.2) AND PARTICIPATE IN (1.9) WORKING GROUP MEETING AT COMPANY WITH DELPHI, OMM, FTI, ROTHSCHILD AND SKADDEN TEAM RE SECTION 1113/1114 MATTERS; REVIEW DRAFT OF UNION FEE REIMBURSEMENT MOTION (0.6); BEGIN TO REVIEW DRAFT SECTION 1113/1114 MEMORANDUM FROM T. JERMAN (0.9).
BUTLER, JR. J	01/23/06	1.70	REVIEW DRAFT LETTER RE STEP DOWN PROPOSAL (0.3); CONTINUE TO REVIEW DRAFT SECTION 1113/1114 MEMORANDUM (1.4).
BUTLER, JR. J	01/24/06	1.00	REVIEW DRAFT LETTER RE STEP DOWN PROPOSAL (0.2); REVIEW REVISED DRAFT UNION ADVISOR FEE REIMBURSEMENT MOTION (0.3); REVIEW SITE WALK MATERIALS (0.3); REVIEW UAW LETTER RE OBJECTIONS TO DATA ROOM (0.2).
BUTLER, JR. J	01/29/06	0.40	CONTINUE TO REVIEW REVISED DRAFT OF UNION ADVISOR FEE REIMBURSEMENT MOTION AND EMAIL TO UAW COUNSEL RE SAME (0.4).
		<b>17.60</b>	
FURFARO JP	01/04/06	1.10	REVIEW OF MATERIALS RE RETENTION AGREEMENTS (1.0); SCHEDULING RE EXPERT/MEETINGS (0.1).
FURFARO JP	01/05/06	4.80	REVIEW OF RETENTION COURT PAPERS (1.8); REVIEW OF LETTERS RE INVESTMENT ADVISOR SERVICES (1.9); CONFERENCE WITH K. KRAKUR RE RESEARCH ISSUES (0.7); UPDATE RE CBA MATTER (0.4).
FURFARO JP	01/06/06	6.10	MEETING WITH POTENTIAL EXPERT (1.5); REVIEW OF CBAS AND RELATED MATERIAL FOR DISCUSSION WITH EXPERT (1.4); CASE ADMINISTRATION TELECONFERENCE (0.5); STATUS CONFERENCE WITH T. JERMAN RE CBA MOTION (0.3); REVIEW OF COURT PAPERS FOR APPROVAL OF RETENTION OF ADVISORS (1.6); PREP. OF POINTS FOR DISCUSSION WITH UNION COUNSEL (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FURFARO JP	01/09/06	2.60	REVIEW OF RETENTION ARRANGEMENTS FOR ADVISORS/COURT APPLICATION (1.1); ANALYZE 1113 APPLICATION/MOTION FOR BRIEF (1.4); UPDATE RE EXPERTS (0.1).
FURFARO JP	01/10/06	2.60	REVIEW DRAFT OF COURT PAPERS RE RETENTION (1.2); REVIEW OF 1113 RESEARCH FOR MOTION (1.4).
FURFARO JP	01/11/06	1.80	REVIEW OF DRAFT COURT PAPERS (0.8); REVIEW OF LABOR MATERIALS FOR MEETING AT DELPHI (1.0).
FURFARO JP	01/12/06	5.30	MEETING WITH K. BUTLER, B. SAX, T. JERMAN, B. SIEGEL TO DISCUSS LABOR ISSUES (2.0); REVIEW/REVISE DRAFT COURT PAPERS (1.6); REVIEW OF DRAFT 8K AND RELATED EMAILS (0.3); REVIEW OF CBA PROPOSALS AND RELATED MATERIALS (1.4).
FURFARO JP	01/13/06	3.40	CASE ADMINISTRATION WITH PARTNERS (0.7); REVISIONS TO DRAFT OF COURT PAPERS/RESEARCH (1.8); REVIEW OF CBA MATERIALS FOR PROPOSALS (0.9).
FURFARO JP	01/16/06	2.10	REVIEW OF INFORMATION MEMO/RELATED DOCUMENTS FOR CBA MOTION (1.2); REVISIONS TO DRAFT COURT PAPERS RE RETENTION (0.9).
FURFARO JP	01/17/06	5.10	REVISIONS TO DRAFT MOTION RE RETENTION (0.8); REVIEW OF CBAS (1.2); REVIEW OF RESEARCH/LABOR MATERIALS FOR PREPARATION OF MOTION (1.6); MEETING WITH B. SAX, K. BUTLER, B. SIEGEL TO DISCUSS LABOR ISSUES (1.5).
FURFARO JP	01/18/06	3.00	REVIEW OF DRAFT COURT PAPERS (1.6); ITEMS FOR REVISION (1.0); REVIEW/REVISE MATERIAL FOR SUMMARY PRESENTATION (0.2); ACCESS TO DATA BASE (0.2).
FURFARO JP	01/19/06	2.10	REVIEW OF DRAFT DECLARATIONS (2.1).
FURFARO JP	01/20/06	2.40	PREP. OF COURT PAPERS (2.4).
FURFARO JP	01/23/06	4.30	REVISIONS TO DRAFTS OF BRIEF/DECLARATIONS (3.3); REVIEW OF DRAFT MEMO (0.2); REVISIONS TO RETENTION MOTION (0.8).
FURFARO JP	01/24/06	3.70	CONFERENCE WITH B. SAX, K. BUTLER, B. SIEGEL, T. JERMAN TO DISCUSS LABOR ISSUES (1.0); REVIEW OF DRAFT DECLARATIONS (2.0); REVIEW OF PROPOSED REVISIONS TO RETENTION MOTION (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FURFARO JP	01/25/06	2.90	CONFERENCE WITH B. CECCOTTI RE RETENTION ISSUES (0.2); FOLLOW UP RE SAME (0.4); REVISIONS TO DRAFT APPLICATION (0.6); REVIEW OF REVISED DECLARATIONS (1.0); REVIEW OF RESEARCH RE CBA MOTION (0.7).
FURFARO JP	01/26/06	2.70	REVIEW OF BACKGROUND MATERIAL FOR DISCUSSION WITH EXPERTS (0.9); ANALYZE ISSUES RE RETENTION PROGRAM/LABOR TRANSFORMATION (0.8); REVIEW OF RESEARCH FOR MEMO RE SAME (1.0).
FURFARO JP	01/27/06	5.00	CONFERENCE WITH PARTNERS RE CASE ADMINISTRATION (0.3); REVIEW OF RETENTION ITEMS RE ADDITIONAL ADVISORS (1.3); REVISE COURT PAPERS FOR DISTRIBUTION (2.1); CONFERENCE WITH COUNSEL FOR UAW AND IUE (0.4); REVIEW OF MEMO RE RETENTION PLAN/REVISIONS (0.9).
FURFARO JP	01/30/06	9.10	REVISIONS TO DRAFT OF COURT PAPERS RE ADVISOR FEES (4.7); FINALIZE/FILE MOTIONS WITH APPROVAL OF COUNSEL TO CREDITORS COMMITTEE AND UNIONS (1.8); PARTICIPATE IN CONFERENCE WITH B. SAX, B. SIEGEL, T. JERMAN AND FINANCIAL ADVISOR TO DISCUSS LABOR ISSUES (2.0); REVIEW OF ISSUE RE DISCLOSURE OF CONFIDENTIAL INFORMATION (0.6).
FURFARO JP	01/31/06	2.30	REVIEW OF REDRAFT OF CBA MOTION (1.8); REVISION TO DRAFT ORDER FOR ADVISOR MOTION (0.2); FOLLOW UP ITEMS FOR APPROVAL OF SAME (0.3).
		<b>72.40</b>	
MARAFIOTI KA	01/06/06	0.40	REVISED SUMMARY ANALYSIS OF PAYMENT OF UNION'S FINANCIAL ADVISOR FEES (0.4).
MARAFIOTI KA	01/09/06	0.20	CORRESPONDENCE RE UNION REIMBURSEMENT OF FINANCIAL ADVISOR FEES (0.2).
MARAFIOTI KA	01/16/06	1.90	RESEARCH IN CONNECTION WITH MOTION TO APPROVE DEBTORS' REIMBURSEMENT OF UAW PROFESSIONAL FEES (0.9); REVIEWED DRAFT MOTION RE SAME (0.8); REVIEWED DRAFT ORDER GRANTING SAME (0.2).
MARAFIOTI KA	01/17/06	0.30	MAKE REVISIONS TO LAZARD FEE PAYMENT MOTION (0.3).
MARAFIOTI KA	01/19/06	0.40	ANALYZE SECTION 1113 ISSUES (0.2) AND DEVELOP STRATEGY RE SAME (0.2).
MARAFIOTI KA	01/27/06	2.30	WORK ON MOTION FOR AUTHORITY TO PAY UNION ADVISOR FEES (2.2); TELECONFERENCE WITH B. ROSENBERG RE SAME (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	01/29/06	0.20	REVIEW CORRESPONDENCE (0.2).
MARAFIOTI KA	01/30/06	3.70	TELECONFERENCES WITH BABETTE CECOTTI, T. KENNEDY RE MOTION FOR AUTHORITY TO PAY UNION ADVISOR FEES (0.7); WORK ON REVISIONS TO MOTION (2.6); TELECONFERENCE B. SAX RE SAME (0.1); TELECONFERENCE B. ROSENBERG RE SAME (0.1); WORK ON ISSUES RE DISTRIBUTION OF LABOR MATERIALS (0.2).
MARAFIOTI KA	01/31/06	0.20	WORK ON ISSUES RE SECTION 1113 MOTION (0.2).
		<b>9.60</b>	
<b>Total Partner</b>		<b>99.60</b>	
MATZ TJ	01/03/06	0.30	WORKING ON 1113/1114 SCHEDULING ORDER (0.3).
MATZ TJ	01/09/06	1.40	WORKING ON IUE AND USW REQUESTS RE FEE REIMBURSEMENT (0.9); TELECONFERENCE WITH B. CECCOTTI RE SAME (0.3); WORK ON REVISED 1113/1114 SCHEDULING ORDER (0.2).
MATZ TJ	01/11/06	0.60	FOLLOW UP WORK RE PROPOSED MOTION RE FEE PAYMENTS TO UNIONS (0.6).
MATZ TJ	01/16/06	0.60	WORK ON UAW/IUE MOTIONS (0.6).
MATZ TJ	01/17/06	0.90	REVIEW AND COMMENT ON PLEADINGS RE PAYMENT OF UNION FINANCIAL ADVISORS FEES (0.7); FOLLOW UP WORK RE SAME (0.2).
MATZ TJ	01/18/06	0.50	REVIEW TERM SHEET AND UNION FEE PLEADINGS (0.2); FOLLOW UP WORK RE MOTION (0.3).
MATZ TJ	01/19/06	1.50	CONTINUING WORK ON POSSIBLE 1113/1114 MOTION AND MATERIALS (0.6); TELECONFERENCES WITH CHAMBERS RE KECP AND 1113/1114 SCHEDULING MATTERS (0.6); FOLLOW UP CORRESPONDENCE RE SAME (0.3).
MATZ TJ	01/24/06	2.30	REVIEW AND COMMENT ON PLEADINGS RE PAYMENT OF UNIONS ADVISORS' FEES (1.5); FOLLOW UP AND CORRESPONDENCE RE SAME (0.8).
MATZ TJ	01/25/06	1.30	WORK ON UNIONS ADVISORS' FEES MATTER (0.2); CORRESPONDENCE RE SAME (0.2); REVIEW AND COMMENT ON 1113 DRAFT MATERIALS (0.9).
MATZ TJ	01/27/06	2.70	REVIEW MOTION RE UNION ADVISORS FEES (0.4); COMMENT ON REVISED DRAFT OF MOTION AND ORDER RE SAME (0.9); FOLLOW UP WORK RE SAME (0.8); CONTINUING REVISIONS TO MOTION RE UNION ADVISORS FEES (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	01/30/06	3.80	FURTHER WORK ON REVISIONS TO UNIONS' ADVISORS FEE MOTION (1.8); VARIOUS TELECONFERENCES WITH T. KENNEDY AND B. CECOTTI RE SAME (1.6); FOLLOW UP WORK RE SAME AND SERVICE PARTIES (0.4).
MATZ TJ	01/31/06	0.50	FOLLOW UP WORK RE ORDER TO PAY UNION'S ADVISORS' FEES AND POSSIBLE REVISIONS THERETO (0.5).
		<b>16.40</b>	
SILVERMAN D	01/09/06	3.00	REVIEW UNION ENGAGEMENT LETTER FOR ISSUES UNDER SECTION 301 OF NATIONAL LABOR RELATIONS ACT (3.0).
SILVERMAN D	01/17/06	3.50	REVIEW MOTION RE SECTION 302 ISSUE (2.5); REVIEW CASES (1.0).
SILVERMAN D	01/19/06	1.50	REVIEW SECTION 302 ISSUES (1.5).
SILVERMAN D	01/23/06	2.20	REVIEW MATERIAL RE LAWFULNESS OF PAYMENT TO UNION REPRESENTATIVES FOR ADMINISTERING THE CBA (1.0); REVIEW CASES ON THIS ISSUE (1.2).
		<b>10.20</b>	
<b>Total Counsel</b>		<b>26.60</b>	
BODEN JR	01/06/06	8.70	PREPARE FOR AND DRAFT MOTION RE PAYMENT OF UNION PROFESSIONAL ADVISOR FEES (8.7).
BODEN JR	01/07/06	0.80	REVIEW REVISED MOTION RE PAYMENT OF UNION PROFESSIONAL ADVISOR FEES AND PROVIDE COMMENTS (0.8).
BODEN JR	01/09/06	4.10	REVIEW 10K AND 10Q'S FOR INFORMATION TO UPDATE MOTIONS (1.6); RESEARCH RE SECTION 302 IMPLICATIONS OF PAYMENTS FOR UNIONS' ADVISOR FEES AND INTENT OF SECTION 302 (1.5); REVIEW MEMORANDUM OF LAW PREPARED BY L. WILSON AND PROVIDE COMMENTS (1.0).
BODEN JR	01/10/06	0.70	REVIEW DRAFT MOTION AND PROVIDE COMMENTS (0.7).
		<b>14.30</b>	
DE ELIZALDE D	01/30/06	1.90	SUPERVISED FILING OF MOTION REQUESTING PERMISSION TO PAY FINANCIAL ADVISOR FEES OF CERTAIN UNIONS (1.3); REVIEWED LIST OF SPECIAL NOTICE PARTIES RE MOTION REQUESTING PERMISSION TO PAY FINANCIAL ADVISOR FEES OF CERTAIN UNIONS (0.6).
		<b>1.90</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

KOHUT RD	01/09/06	1.90	REVIEWED LMRA LEGISLATIVE HISTORY FOR MOTION TO PAY UNION FEES (1.9).
KOHUT RD	01/10/06	1.80	REVIEWED AND COMMENTED ON UAW FINANCIAL ADVISOR PAYMENT MOTION (1.8).
KOHUT RD	01/11/06	2.20	REVIEWED AND COMMENTED ON UAW FINANCIAL ADVISOR PAYMENT MOTION (1.0); RESEARCHED LEGISLATIVE HISTORY FOR THIS MOTION (1.2).
KOHUT RD	01/13/06	3.70	LEGAL RESEARCH OF LEGISLATIVE HISTORY UAW FINANCIAL ADVISOR PAYMENT MOTION (3.7).
KOHUT RD	01/16/06	4.80	LEGAL RESEARCH AND REVIEW OF LEGISLATIVE HISTORY FOR UAW FINANCIAL ADVISOR PAYMENT MOTION (4.8).
KOHUT RD	01/20/06	2.80	LEGAL RESEARCH OF LEGISLATIVE HISTORY UAW FINANCIAL ADVISOR PAYMENT MOTION (1.0) AND REVIEW OF COLLECTIVE BARGAINING MATERIALS (1.8).
KOHUT RD	01/23/06	6.60	REVIEW AND SUMMARIZING OF DELPHI INTERNET DATABASE MATERIALS (6.6).
KOHUT RD	01/24/06	4.30	REVIEW AND SUMMARIZING OF DELPHI INTERNET DATABASE MATERIALS (4.3).
KOHUT RD	01/27/06	0.70	LEGAL RESEARCH FOR PROFESSIONAL FEES MOTION (0.7).
KOHUT RD	01/30/06	1.50	LEGAL RESEARCH FOR PROFESSIONAL FEES MOTION (1.5).
		<b>30.30</b>	
MACDONALD N	01/25/06	12.20	CONTINUE LEGAL RESEARCH RELATED TO COMPENSATION PROGRAMS IN UNION CASES AND IN THE CONTEXT OF SECTION 1113 MOTIONS (4.7); BEGIN DRAFTING RESEARCH NOTES RELATED TO SAME (7.5).
MACDONALD N	01/26/06	5.80	CONTINUE LEGAL RESEARCH AND DRAFT OF MEMO RE LABOR TRANSFORMATION MATTERS, REVIEW DOCUMENT RELATED TO SAME (5.8).
MACDONALD N	01/27/06	6.20	COMPLETE DRAFT OF MEMORANDUM CONCERNING MATTERS RELATED TO LABOR TRANSFORMATION MATTERS, LEGAL RESEARCH AND DOCUMENT REVIEW RELATED TO SAME (6.2).
		<b>24.20</b>	
STUART NL	01/03/06	0.90	REVIEW TOWER AUTOMOTIVE FILINGS IN CONNECTION WITH UPCOMING 1113 ISSUES (0.9).
STUART NL	01/18/06	0.70	REVIEW STATUS OF LABOR NEGOTIATIONS (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

STUART NL	01/19/06	2.80	REVIEW MOST RECENT DRAFT OF 1113 MOTION (1.2); COORDINATE ACCESS TO VIRTUAL DATA ROOM (1.6).
STUART NL	01/21/06	1.60	REVIEW AND COMMENT ON 1113 PAPERS (1.6).
STUART NL	01/24/06	2.70	REVIEW DECLARATIONS IN CONNECTION WITH 1113 MOTION (2.7).
STUART NL	01/29/06	1.30	BEGIN REVIEW OF REVISED 1113 MOTION (1.3).
		10.00	
WILSON LD	01/03/06	4.30	REVIEW ASSORTED NEWS CLIPS FOR POTENTIAL NEGOTIATION ISSUES (1.0); REVIEW MATERIALS PREPARED BY EXPERT AND CONTACT KOHN ON SAME (1.3); REVIEW LABOR AGREEMENTS (0.8); PREPARE MATERIALS FOR 302 DISCUSSION (0.2); REVIEW MATERIALS CITED IN DRAFT BRIEF (1.0).
WILSON LD	01/04/06	5.00	PREPARE FOR MEETING TO DISCUSS FEE PAYMENT ISSUES (1.0); REVIEW NEWS CLIPS ON NEGOTIATION ISSUES (0.4); REVIEW EMAIL EXCHANGES AND ENGAGEMENT LETTERS ON UNION RETENTION OF FINANCIAL ADVISORS (1.5); COORDINATE WITH OMM ON EXPERT MEETING (0.3); REVIEW BACKGROUND MATERIALS PULLED ON POTENTIAL EXPERTS (0.5); COORDINATE PREP SCHEDULE FOR DRAFT FILINGS (0.3); REVIEW FILINGS FOR BENEFIT AGREEMENT ISSUES (1.0).
WILSON LD	01/05/06	5.20	REVIEW MATERIALS ON POTENTIAL PAYMENT ISSUE FOR FEE APPLICATION (1.0); RESEARCH ADDITIONAL LEGAL AUTHORITIES FOR FEE MOTION (1.4); CONFERENCE ON POTENTIAL ISSUES WITH UNION ADVISOR ISSUES (0.8); REVIEW PRECEDENTS AND MATERIALS FOR DRAFTING OF FEE APPLICATION (2.0).
WILSON LD	01/06/06	8.40	PREPARE FOR AND PARTICIPATE ON CALL RE STATUS OF ASSORTED MATTERS (1.4); CONFER FURFARO ON EXPERT MEETING (0.4); REVIEW AND PREPARE SUMMARY OF UNION ENGAGEMENT LETTERS (2.8); PREPARE AND CIRCULATE DRAFT TERM SHEET OF TERMS FOR AGREEMENT ON FEES (0.7); CONFER BODEN ON CASE BACKGROUND AND MOTION (0.4); REVIEW PRECEDENT AND RESEARCH FOR USE IN MOTION (1.9); REVIEW DRAFT ORDER AND BACKGROUND TEMPLATES (0.5); REVIEW PRESS CLIPS RE NEGOTIATION ISSUES (0.3).
WILSON LD	01/07/06	7.60	RESEARCH ISSUES FOR DRAFT MOTION (1.9); REVIEW AND REVISE DRAFT OF MOTION (5.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WILSON LD	01/08/06	1.80	REVIEW AND REVISE DRAFT OF FEE MOTION (1.8).
WILSON LD	01/09/06	8.30	CONFER AND ANALYZE TERM SHEET ISSUES WITH FURFARO (0.5); REVIEW AND INCORPORATE TERMS OF INTERIM COMP ORDER TO MOTION (1.0); REVIEW AND REVISE FEE MOTION (3.9); RESEARCH LEGISLATIVE HISTORY AND COORDINATE ON ADDITIONAL RESEARCH OF SAME (1.0); REVIEW UPDATE ON LABOR ISSUES IN NEWS CLIPS (0.4); RESEARCH ISSUE FOR ADVISOR FEE MOTION AND CONFER BODEN ON SAME (1.5).
WILSON LD	01/10/06	5.10	RESEARCH LEGISLATIVE HISTORY ON APPLICABLE STATUTE FOR MOTION ON FEES (1.5); REVIEW AND REVISE DRAFT MOTION FOR ADVISOR FEES (2.0); REVIEW AND INCORP COMMENTS ON DRAFT FROM KOHUT AND BODEN (0.8); REVIEW UPDATE CLIPS FOR POTENTIAL NEGOTIATION ISSUES (0.5); CONFER RESTRUCT ON FORMS FOR FEES (0.3).
WILSON LD	01/11/06	2.10	REVIEW AND INCORP BANKRUPTCY CHANGES INTO DRAFT MOTION (0.8); REVIEW LEGISLATIVE HISTORY RESEARCH WITH KOHUT (0.6); CONTACT MATZ ON MOTION ISSUES (0.3); REVIEW NEWS CLIPS (0.4).
WILSON LD	01/12/06	5.30	RESEARCH ISSUES ON 10-K QUESTION (1.0); CONFER MATZ AND GIBSON ON 10-K QUESTION (0.2); REVIEW AND CIRCULATE UPDATE CLIPPINGS FOR POTENTIAL LABOR NEGOTIATION ISSUES (0.8); MAKE ARRANGEMENTS TO CONFIRM ORDER ENTRY (0.5); REVISE AND CIRCULATE DRAFT OF MOTION (0.5); UPDATE CONFERENCE ON NEW TERMS FOR FEE MOTION (0.5); DRAFT AND REVISE MOTION PER FURFARO COMMENTS (1.8).
WILSON LD	01/13/06	6.80	PARTICIPATE ON STATUS CALL RE OPEN ISSUES AND SCHEDULE (1.0); CONFER FURFARO ON MOTION ISSUES AND CHANGES IN SAME (0.4); REVIEW LEGISLATIVE HISTORY AND CONFER KOHUT ON SAME (1.3); REVISE DRAFT MOTION PAPERS AND CIRCULATE SAME (3.5); REVIEW AND CIRCULATE NEWS ARTICLES ON LABOR ISSUES (0.4); CONFER KOHUT ON MOTION RIDER (0.2).
WILSON LD	01/17/06	2.50	REVIEW COMMENTS TO MOTION (1.0); REVIEW ARTICLES ON POTENTIAL LABOR ISSUES (0.5); REVIEW AND REVISE DRAFT MOTION (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WILSON LD	01/18/06	5.80	REVIEW AND REVISE UPDATED LABOR ISSUES (1.0); REVIEW AND CIRCULATE PRESS CLIPS (0.5); PRELIMINARY REVIEW OF DRAFT BRIEF AND AFFIDAVITS (2.0); CONFERENCE WITH FURFARO ON DRAFT PAPERS (0.4); COORDINATE PULLING OF SLIP OPINIONS TO FILE WITH MOTION (0.5); FOLLOW-UP ON ACCESS TO UNION INFO DATA SITE WITH FTI PERSONNEL AND MAKE ARRANGEMENTS FOR SAME (1.0); UPDATE MOTION (0.4).
WILSON LD	01/19/06	3.90	REVIEW DRAFT COURT PAPERS (2.0); REVIEW S-1 RELIED ON IN SAME (0.5); REVIEW AND CIRCULATE PRESS CLIPS (0.3); CONFER FURFARO AND MATZ ON MOTION STATUS (0.3); COORDINATE WITH CHICAGO OFFICE ON UNION DATA ROOM ACCESS (0.4); CONFER STUART ON DRAFT COURT PAPERS AND CIRCULATE SCHEDULE ON SAME (0.4).
WILSON LD	01/20/06	4.20	PREPARE FOR AND PARTICIPATE ON STATUS TELECONFERENCE (1.0); REVIEW ISSUES WITH FURFARO ON DRAFT MOTION (0.3); REVIEW AND INCORP COMMENTS INTO DRAFT MOTION (1.0); REVIEW DRAFT DECLARATIONS (1.0); REVIEW NEWS ACCOUNTS OF POTENTIAL LABOR ISSUES (0.4); VERIFY LATE FILING DETAILS (0.5).
WILSON LD	01/23/06	5.20	REVIEW DRAFT BRIEF (1.7); CONFER FURFARO ON COMMENTS (0.5); PREPARE AND CIRCULATE COMMENTS TO BRIEF (0.4); CONFER DATA SITE OPERATOR AND ACCESS DATA SITE (0.3); REVIEW DOCUMENTS POSTED TO DATA SITE IN RESPONSE TO UNION REQUESTS (0.9); REVIEW DRAFT DECLARATIONS (1.0); REVIEW UPDATES ON NEGOTIATIONS AND LABOR ISSUES (0.4).
WILSON LD	01/24/06	4.80	REVISE AND CIRCULATE REVISED MOTION PAPERS (1.5); REVIEW INDEX FOR DOCUMENTS ADDED TO UNION REQUEST SITE AND CONFER KOHUT ON SAME (1.0); REVIEW DRAFT DECLARATIONS (1.5); PARTICIPATE ON CALL WITH CLIENT ON UNION NEGOTIATIONS (0.8).
WILSON LD	01/25/06	3.60	REVIEW ARTICLES ON POTENTIAL NEGOTIATION ISSUES (0.5); REVIEW DRAFT DECLARATIONS (2.3); REVIEW LABOR AGREEMENTS FOR ISSUES RAISED IN DECLARATIONS (0.8).
WILSON LD	01/26/06	0.90	CONFER FURFARO ON STATUS CALL AND ISSUES WITH FEE MOTION (0.4); REVIEW NEWS CLIPS ON POTENTIAL LABOR NEGOTIATION ISSUES (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WILSON LD	01/27/06	4.40	REVIEW AND UPDATE DRAFT MOTION TO REFLECT CALL WITH BUTLER (3.0); REVISE AND CIRCULATE DRAFT OF MOTION (1.0); REVIEW ARTICLES (0.4).
WILSON LD	01/30/06	6.70	REVIEW EMAIL EXCHANGES AND CIRCULATE SUMMARY OF ISSUES TO BE RESOLVED ON MOTION (0.5); UPDATE DRAFT OF MOTION PER CONVERSATION WITH FURFARO (1.3); CONFER MATZ ON ASSORTED ISSUES FOR FILING (0.4); REVIEW AND TAKE COMMENTS ON DRAFT MOTION (0.4); TELECONFERENCE WITH UNION COUNSEL TO RESOLVE ISSUES FOR MOTION (0.8); REVIEW AND REVISE MOTION (0.5); NEGOTIATE MOTION WITH UNION COUNSEL (1.0); REVISE AND FINALIZE MOTION (1.0); TELECONFERENCE WITH COMMITTEE REP (0.3); VERIFY SERVICE AND SUBMIT MOTION FOR FILING (0.5).
WILSON LD	01/31/06	2.50	REVIEW ARTICLES ON POTENTIAL LABOR ISSUES (0.4); CONFER FURFARO AND MATZ ON FILING POINTS AND REVISE DRAFT ORDER (0.5); REVIEW DRAFT BRIEF (1.6).
		<b>104.40</b>	
ZALTZMAN H*	01/06/06	2.30	BEGIN DRAFTING OF TWO MOTIONS TO REIMBURSE TRADE UNIONS FOR FINANCIAL ADVISORS' FEES (2.3).
ZALTZMAN H*	01/11/06	0.80	REVIEW REIMBURSEMENT OF LABOR UNIONS MOTION (0.8).
ZALTZMAN H*	01/13/06	3.20	CONTINUE REVIEW OF MOTION TO REIMBURSE UNION'S ADVISOR FEES (2.1); REVIEW OF DPP FACILITY DOCUMENTS RE UNION REIMBURSEMENT MOTION (0.4); REVIEW UNION REIMBURSEMENT MOTION AND ORDER (0.7).
ZALTZMAN H*	01/16/06	1.50	REVIEW MARKUP OF UNIONS' REIMBURSEMENT MOTION (1.5).
ZALTZMAN H*	01/17/06	0.20	DISCUSSION OF LABOR UNION REIMBURSEMENT MOTION (0.2).
ZALTZMAN H*	01/18/06	0.80	REVIEW AND CITE-CHECK CASES/ORDERS USED IN UNION REIMBURSEMENT MOTION (0.8).
ZALTZMAN H*	01/20/06	0.60	REVIEW REPUBLIC INT'L PROPERTIES CASE FOR THE UNION REIMBURSEMENT MOTION (0.4); REVIEW LTV STEEL COMPANY ORDERS RE UNION REIMBURSEMENT MOTION (0.2).
ZALTZMAN H*	01/24/06	0.20	REVIEW UPDATED VAW MOTION TO PAY FINANCIAL ADVISERS FEE (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	01/27/06	0.40	REVIEW UNION REIMBURSEMENT MOTION MATERIALS SENT FOR REVIEW TO BR GROUP (0.4).
ZALTZMAN H*	01/30/06	1.60	REVIEW UNION MOTION IN PREPARATION FOR FILING (0.8); PREPARE UPDATED NOTICE AND ORDER FOR UNION REIMBURSEMENT MOTION (0.8).
		11.60	
Total Associate/Law Clerk		196.70	
TOTAL TIME		<u>322.90</u>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Employee Matters (Labor Unions)**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	01/06/06	Furfaro JP	322.08
Air/Rail Travel - vendor feed	01/06/06	Furfaro JP	-277.06
Air/Rail Travel - vendor feed	01/06/06	Furfaro JP	139.96
Air/Rail Travel - vendor feed	01/06/06	Furfaro JP	282.32
Air/Rail Travel - vendor feed	01/06/06	Furfaro JP	129.31
Air/Rail Travel - vendor feed	01/09/06	Claps TE	1,049.28
Air/Rail Travel - vendor feed	01/12/06	Furfaro JP	533.79
Air/Rail Travel - vendor feed	01/12/06	Furfaro JP	517.83
Air/Rail Travel - vendor feed	01/17/06	Furfaro JP	492.99
Air/Rail Travel - vendor feed	01/17/06	Furfaro JP	-488.79
Air/Rail Travel - vendor feed	01/17/06	Furfaro JP	533.79
Air/Rail Travel - vendor feed	01/17/06	Furfaro JP	527.83
Air/Rail Travel - vendor feed	01/23/06	Furfaro JP	1,103.67
Air/Rail Travel - vendor feed	01/23/06	Furfaro JP	-484.33
Air/Rail Travel - vendor feed	01/23/06	Furfaro JP	534.33
Air/Rail Travel - vendor feed	01/30/06	Furfaro JP	1,113.67
Air/Rail Travel - vendor feed	01/30/06	Furfaro JP	-1,068.67
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$4,962.00</b>
In-house Reproduction	01/06/06	Copy Center, D	50.76
In-house Reproduction	01/13/06	Copy Center, D	3.50
In-house Reproduction	01/20/06	Copy Center, D	27.93
In-house Reproduction	01/22/06	Copy Center, D	11.81

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	01/27/06	Copy Center, D	3.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$97.00</b>
Telephone Expense	01/27/06	Telecommunications, D	8.00
Telephone Expense	01/27/06	Telecommunications, D	9.57
Telephone Expense	01/27/06	Telecommunications, D	0.43
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$18.00</b>
Lexis/Nexis	01/07/06	Zaltzman H	101.00
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$101.00</b>
Westlaw	01/06/06	Boden JR	7.42
Westlaw	01/09/06	Wilson LD	30.25
Westlaw	01/09/06	Stone M	158.93
Westlaw	01/09/06	Boden JR	93.05
Westlaw	01/10/06	Yoeli ME	202.73
Westlaw	01/17/06	Yoeli ME	232.08
Westlaw	01/26/06	Poliseno SU	560.54
		<b>TOTAL WESTLAW</b>	<b>\$1,285.00</b>
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	12.43
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	8.57
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$21.00</b>
Out-of-Town Travel	01/06/06	Furfaro JP	23.99
Out-of-Town Travel	01/06/06	Furfaro JP	2.60
Out-of-Town Travel	01/06/06	Furfaro JP	31.99
Out-of-Town Travel	01/06/06	Furfaro JP	22.99
Out-of-Town Travel	01/12/06	Furfaro JP	65.64
Out-of-Town Travel	01/12/06	Furfaro JP	7.75
Out-of-Town Travel	01/17/06	Furfaro JP	98.85
Out-of-Town Travel	01/23/06	Furfaro JP	90.70
Out-of-Town Travel	01/23/06	Furfaro JP	20.49
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$365.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Messengers/ Courier	01/09/06	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	01/13/06	Dist Serv/Mail/Page, D	11.74
Messengers/ Courier	01/13/06	Dist Serv/Mail/Page, D	21.45
Messengers/ Courier	01/18/06	Dist Serv/Mail/Page, D	11.74
Messengers/ Courier	01/19/06	Dist Serv/Mail/Page, D	128.60
Messengers/ Courier	01/27/06	Dist Serv/Mail/Page, D	20.72
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$206.00</b>
Out-of-Town Meals	01/12/06	Furfaro JP	12.00
Out-of-Town Meals	01/17/06	Furfaro JP	14.00
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$26.00</b>
Outside Research/Internet Services	01/06/06	Pacer Service Center	7.00
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$7.00</b>
Wireless - Mobile/Cellular/Pager	01/10/06	Krakaur KD	2.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$2.00</b>
		<b>TOTAL MATTER</b>	<b>\$7,090.00</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-8  
RETENTION / FEE MATTERS / OBJECTIONS (OTHERS)  
867.2 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**

**Retention / Fee Matters/Objections (Others)**

**Bill Date: 12/30/05**

**Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/09/05	0.50	REVIEW AND REVISE DRAFT OCP ORDER (0.3); EMAILS FROM/TO J. SHEPARD AT WILMER HALE (0.2).
BUTLER, JR. J	10/12/05	0.40	EMAILS FROM/TO M. LOEB RE SPECIAL COUNSEL RETENTION MATTERS (0.3); FOLLOW-UP ON SAME (0.1).
BUTLER, JR. J	10/24/05	0.70	REVIEW AND CONSIDER EMAIL FROM A. LEONARD RE UST COMMENTS ON INTERIM COMPENSATION AND OCP ORDERS (0.2); EMAIL TO A. LEONARD RE SAME (0.1); PREPARE FOR OCTOBER 25TH TELECONFERENCE WITH UST RE SAME (0.2); REVIEW GENERAL RETENTION ISSUES WITH COMPANY WORKING GROUP (0.2).
BUTLER, JR. J	10/25/05	1.30	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE FINAL HEARING ON DEBTORS' RETENTION APPLICATIONS, INTERIM COMPENSATION PROCEDURES ORDER AND ORDINARY COURSE PROFESSIONALS ORDER INCLUDING TELECONFERENCE WITH R. ROSENBERG RE ADJOURNMENT OF FINAL HEARING ON DEBTORS' RETENTION APPLICATIONS TO NOVEMBER 4TH (0.3) AND PREPARE FOR (0.3) AND TELECONFERENCE WITH (0.7) D. MARTIN AND A LEONHARD RE COMMENTS TO AND ADJOURNMENT OF HEARING ON INTERIM COMPENSATION PROCEDURES ORDER AND ORDINARY COURSE PROFESSIONALS ORDERS.
BUTLER, JR. J	11/01/05	0.10	REVIEW NEWTON LETTER OBJECTION TO ROTHSCHILD RETENTION (0.1).
BUTLER, JR. J	11/03/05	1.90	CONTINUE TO PREPARE FOR NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE FINAL HEARING ON DEBTORS' RETENTION APPLICATIONS; PREPARE FOR (0.2) AND ATTEND (1.3) MEETING WITH A. TOGUT RE CONFLICTS PROTOCOL MATTERS IN NEW YORK CITY; REVIEW AND FINALIZE VARIOUS RETENTION ORDERS INCLUDING EMAILS WITH A. TOGUT, A. LEONHARD AND D. MARTINI (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	11/04/05	0.60	PREPARE FOR (0.3) AND ATTEND (0.3) ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE FINAL HEARING ON DEBTORS' RETENTION APPLICATIONS, INTERIM COMPENSATION PROCEDURES ORDER AND ORDINARY COURSE PROFESSIONALS ORDER.
BUTLER, JR. J	11/11/05	0.10	EMAIL TO S. CARLIN RE KPMG RETENTION MATTER (0.1).
BUTLER, JR. J	11/13/05	0.40	TELECONFERENCE WITH S. CARLIN RE KPMG RETENTION MATTERS (0.4).
BUTLER, JR. J	11/21/05	0.80	EMAILS FROM/TO D. RESNICK RE ROTHSCHILD RETENTION MATTERS (0.3); FOLLOW-UP ON SAME (0.1); REVIEW UCC COMMENTS (0.2) AND PROVIDE DIRECTION ON DEBTORS' RESPONSE TO OBJECTIONS (0.2).
BUTLER, JR. J	11/22/05	0.80	TELECONFERENCE WITH D. MARTINI RE ADJOURNMENT OF FEE COMMITTEE MOTION AND VARIOUS OCP RETENTION MATTERS (0.2); FOLLOW-UP ON JONES LANG LASALLE RETENTION MATTERS (0.1); TELECONFERENCE WITH AND EMAIL TO A. LEONHARD RE ADJOURNMENT OF FEE COMMITTEE MOTION TO JANUARY 5TH OMNIBUS HEARING (0.1); TELECONFERENCE WITH D. RESNICK RE ROTHSCHILD RETENTION MATTERS (0.2); FOLLOW-UP ON SAME (0.2).
BUTLER, JR. J	11/25/05	1.20	REVIEW KCC STATEMENT FOR OCTOBER, 2005 (0.3); EMAILS TO/FROM E. KURTZMAN RE SAME (0.2); REVIEW LATHAM RETENTION APPLICATION AND DISCLOSURES (0.4); EMAILS TO/FROM R. ROSENBERG RE SAME (0.2); EMAIL FROM B. KAPLAN RE KPMG APPLICATION (0.1).
BUTLER, JR. J	11/26/05	0.40	CONTINUE TO PREPARE FOR NOVEMBER 29TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE LATHAM, ROTHSCHILD AND JONES LANG LASALLE RETENTION APPLICATIONS (0.4).
BUTLER, JR. J	11/27/05	1.00	CONTINUE TO PREPARE FOR NOVEMBER 29TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE LATHAM, ROTHSCHILD AND JONES LANG LASALLE RETENTION APPLICATIONS INCLUDING REVIEW OF COMMENTS AND NEXT STEPS ON SETTLEMENT OF ROTHSCHILD RETENTION (0.4) AND REVIEW PROFFERS AND PREPARE FOR OTHER RETENTION HEARINGS (0.2); REVIEW LATHAM RETENTION APPLICATION AND DRAFT REVISED ORDER (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	11/28/05	1.70	REVIEW REVISED ROTHCHILD RETENTION APPLICATION (0.3); TELECONFERENCE WITH B. ROSENBERG RE SAME (0.3); EMAIL TO CHAMBERS RE SAME (0.1); TELECONFERENCE WITH S. DABNEY RE KPMG RETENTION APPLICATION (0.3); CONTINUE TO PREPARE FOR NOVEMBER 29TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE LATHAM, ROTHCHILD AND JONES LANG LASALLE RETENTION APPLICATIONS (0.3); CONFERENCE WITH E. KURTZMAN RE KCC STATEMENT FOR OCTOBER, 2005 AND REQUESTED SUMMARY INFORMATION (0.4).
BUTLER, JR. J	11/29/05	0.90	PREPARE FOR (0.3) AND ATTEND (0.4) OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE LATHAM, ROTHCHILD AND JONES LANG LASALLE RETENTION APPLICATIONS; REVIEW FINAL LATHAM COMMENTS TO ROTHCHILD APPLICATION (0.2).
		12.80	
MARAFIOTI KA	10/13/05	1.80	REVIEW AND REVISE INTERIM ORDERS AND NOTICES FOR O'MELVENY, SHEARMAN, TOGUT, ROTHCHILD, FTI, AND GROOM (1.3); REVIEWED ORDINARY COURSE PROFESSIONALS NOTICE OF MOTION AND ORDER (0.5).
MARAFIOTI KA	10/20/05	0.40	TELECONFERENCE FROM G. SCHWED RE DELOITTE (0.1); REVIEW DOCKET (0.2); REVISIONS OF FINAL RETENTION ORDERS (0.1).
MARAFIOTI KA	10/21/05	0.20	REVIEW CORRESPONDENCE RE CSFB ENGAGEMENT (0.2).
MARAFIOTI KA	10/25/05	0.60	PREPARE FOR UST CALL (0.2); TELECONFERENCE WITH D. MARTINI, T. HOPE DAVIS, AND A. LEONHARD RE OCP, FEE COMMITTEE, AND RELATED MATTERS (0.4).
MARAFIOTI KA	11/01/05	1.40	REVISIONS TO OCP ORDER (0.3); WORK ON INTERIM COMPENSATION ORDER (0.3); CORRESPONDENCE RE OCP ORDER (0.1); REVIEWED CSFB ENGAGEMENT LETTER AND FEE SHARING AGREEMENT (0.4); TELECONFERENCE FROM SEAN CORCORAN RE DELOITTE (0.2); CORRESPONDENCE FROM U.S. TRUSTEE RE OCP, OMM (0.1).
MARAFIOTI KA	11/02/05	0.50	TELECONFERENCE WITH A. LEONHARD RE CSFB RETENTION FEE SHARING AGREEMENT (0.1) AND REPORT TO CLIENT RE SAME (0.1); REVIEWED CSFB FEE BREAKDOWN AND CASH MANAGEMENT ORDER (0.3).
MARAFIOTI KA	11/03/05	0.50	MEETING WITH A. TOGUT RE SCOPE OF RETENTION ISSUES (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	11/04/05	0.10	ANALYZE ISSUES RELATING TO RETENTION OF JONES LANG (0.1).
MARAFIOTI KA	11/07/05	0.20	ANALYZE JONES LANG RETENTION ISSUES (0.2).
MARAFIOTI KA	11/08/05	2.10	WORK ON ISSUES RE JONES LANG RETENTION (2.1).
MARAFIOTI KA	11/09/05	4.10	WORK ON JONES LANG RETENTION APPLICATION (1.0) AFFIDAVIT (0.6) AND ORDER (0.3); WORK ON RETENTION APPLICATION ORDERS & NOTICES FOR WILMER CUTLER (0.7), CANTOR COLBURN (0.7), AND OTHERS (0.8).
MARAFIOTI KA	11/15/05	0.30	WORK ON ATTORNEY RETENTION APPLICATION (0.1) AND E & Y RETENTION APPLICATION (0.2).
MARAFIOTI KA	11/16/05	0.30	REVIEW E & Y ENGAGEMENT LETTER (0.3).
MARAFIOTI KA	11/17/05	0.20	TELECONFERENCE FROM A. LEONHARD RE E & Y AND D&T (0.2).
MARAFIOTI KA	11/22/05	1.10	WORK ON ISSUES RAISED BY U.S. TRUSTEE RE "FORMER" OCPS (0.8); TELECONFERENCE FROM A. LEONHARD RE FEE COMMITTEE (0.1); REVISE BROKER'S AFFIDAVIT IN CONNECTION WITH REAL PROPERTY SALE (0.2).
MARAFIOTI KA	11/28/05	0.70	REVIEW AND REVISE E & Y RETENTION APPLICATION (0.5), ORDER (0.1), AND NOTICE OF PRESENTMENT (0.1).
		<b>14.50</b>	
WEXLER MP	10/26/05	1.30	MEET WITH J. JAFFURS, J. BEAUDOEN, M. KAMISCHKE AND REPRESENTATIVES OF JONES LANG LASALLE RE REPRESENTATION OF THE COMPANY IN STRATEGIC PLANNING AND REAL ESTATE DISPOSITIONS (1.3).
WEXLER MP	10/31/05	0.60	REVIEW WITH J. JAFFURS JONES LANG LASALLE AGREEMENT AND POSSIBLE ISSUES IN CONNECTION THEREWITH AND STRATEGY FOR DEALING WITH SAME (0.6).
WEXLER MP	11/02/05	0.80	TELECONFERENCES WITH J. JAFFURS AND J. BEAUDOEN RE JLL AGREEMENT AND ABILITY TO RETAIN JLL FOR BROKERAGE AND OTHER REAL ESTATE SERVICES (0.8).
WEXLER MP	11/03/05	1.70	REVIEW JONES LANG LASALLE BACK UP MATERIALS FOR REAL ESTATE SERVICES AGREEMENT (0.5) AND DISCUSS WITH J. JAFFURS (0.2); FOLLOW UP ON STRATEGY FOR RETENTION OF JLL (0.6); TELECONFERENCES WITH J. BECKER OF JLL RE RETENTION ISSUES (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WEXLER MP	11/04/05	2.20	REVIEW ISSUES IN CONNECTION WITH RETENTION OF JLL (0.8); TELECONFERENCES WITH J. JAFFURS, J. BEAUDOEN AND M. KAMISCHKE RE JLL RETENTION STATUS AND ISSUES AND RELATED MATTERS (0.8); REVIEW ISSUES RE RETENTION OF OTHER PROFESSIONALS WORKING FOR FACILITIES TEAM AND LIST OF SAME PREPARED BY M. KAMISCHKE (0.6).
WEXLER MP	11/07/05	3.90	REVIEW JLL AGREEMENT AND CHANGES REQUIRED IN CONNECTION WITH RETENTION AND APPROVAL OF BANKRUPTCY COURT (0.9); DISCUSS REQUIRED CHANGES IN MULTIPLE TELECONFERENCES WITH J. BECKER OF JLL AND J. JAFFURS AND J. BEAUDOEN (1.3); REVIEW AND COMMENT ON PROPOSED AMENDMENT TO JLL AGREEMENT (0.7); REVIEW AND COMMENT ON FORM OF AFFIDAVIT TO BE COMPLETED BY JLL IN CONNECTION WITH FILING RETENTION APPLICATION (0.6) AND DISCUSS WITH G. REPP OF JLL (0.4).
WEXLER MP	11/08/05	5.20	REVIEW AND COMMENT ON STATUS OF JLL AGREEMENT AND REQUIRED AMENDMENT THEREOF (0.8); REVIEW AND COMMENT ON MULTIPLE DRAFTS OF MOTION FOR RETENTION OF JLL (1.6); MULTIPLE TELECONFERENCES WITH J. BECKER AND WITH G. REPP OF JLL AND J. BEAUDOEN IN CONNECTION THEREWITH (1.3); REVIEW ISSUES IN CONNECTION WITH RETENTION AND POSSIBLE STRATEGIES FOR DEALING WITH SAME (0.8); REVIEW AND COMMENT ON PROPOSED FORM OF AMENDMENT TO JLL AGREEMENT AND DISCUSS WITH J. BEAUDOEN (0.7).
WEXLER MP	11/09/05	6.10	REVIEW AND COMMENT ON REVISED DRAFTS OF JLL AMENDMENT AND RETENTION MOTION AND ORDER (1.8); MULTIPLE TELECONFERENCES WITH J. JAFFURS AND J. BEAUDOEN AND WITH C. COMERFORD IN CONNECTION THEREWITH (1.7); REVIEW AND COMMENT ON JLL COMMISSION CAP SCHEDULE (0.6) AND TELECONFERENCES WITH J. BECKER RE CHANGES TO COMMISSION CAP SCHEDULE AND OTHER AMENDMENTS TO THE AGREEMENT, INCLUDING INDEMNIFICATION ISSUES (0.9); FOLLOW UP ON INDEMNIFICATION ISSUE IN CONNECTION WITH RETAINED PROFESSIONALS IN THE CONTEXT OF JLL AGREEMENT (0.4) AND MULTIPLE TELECONFERENCES WITH G. REPP RE SAME (0.7).
WEXLER MP	11/10/05	0.20	TELECONFERENCE WITH J. BECKER RE HEARING PREPARATION AND LOGISTICS FOR JLL RETENTION APPLICATION (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WEXLER MP	11/16/05	0.80	TELECONFERENCES AND CORRESPONDENCE WITH J. JAFFURS RE HEARING ON JLL RETENTION AND ISSUES IN CONNECTION THEREWITH (0.4); FOLLOW UP ON INQUIRY OF S. CORCORAN RE APPROPRIATE WITNESS FOR 365(D)(4) AND JLL RETENTION AND CORRESPONDENCE IN CONNECTION THEREWITH (0.4).
WEXLER MP	11/22/05	1.00	ATTENTION TO REQUEST OF US TRUSTEE FOR AMPLIFICATION IN JLL AFFIDAVIT (0.2) AND DISCUSS WITH J. JAFFURS AND J. BEAUDOEN AND J. BECKER OF JLL (0.8).
WEXLER MP	11/23/05	2.20	REVIEW AND COMMENT ON REVISED JLL RETENTION APPLICATION (0.6); TELECONFERENCE WITH J. BECKER RE SAME AND HEARING PREPARATION (0.3); REVIEW AND COMMENT ON SEVERAL DRAFTS OF HEARING PROFFER FOR JLL RETENTION (0.9); TELECONFERENCE WITH J. JAFFURS AND J. BEAUDOEN RE JLL RETENTION MATTERS (0.4).
WEXLER MP	11/28/05	0.20	TELECONFERENCE WITH J. BECKER OF JLL RE HEARING PREPARATION AND LOGISTICS (0.2).
WEXLER MP	11/29/05	0.30	REVIEW ISSUES RAISED BY COURT RE JLL RETENTION APPLICATION AND SHARING OF COMMISSIONS AND RESOLUTION OF SAME (0.3).
		<b>26.50</b>	
<b>Total Partner</b>		<b>53.80</b>	
MATZ TJ	10/18/05	0.20	TELECONFERENCE WITH JONES DAY RE ORDINARY COURSE RETENTION (0.2).
MATZ TJ	10/20/05	1.40	TELECONFERENCES RE: ORDINARY COURSE PROFESSIONALS AND INTERIM COMPENSATION ORDERS (0.8); TELECONFERENCE WITH U.S. TRUSTEE RE COMMENTS ON SAME (0.4); FOLLOW UP WORK RE SAME (0.2).
MATZ TJ	10/24/05	2.00	CORRESPONDENCE AND TELECONFERENCE WITH VARIOUS ORDINARY COURSE PROFESSIONALS RE PROPOSED ORDER AND AFFIDAVITS OF DISINTERESTEDNESS THEREUNDER (0.9); CORRESPONDENCE AND FOLLOW UP TELECONFERENCES WITH VARIOUS PARTIES RE INTERIM COMPENSATION PROPOSED ORDER (0.8); TELECONFERENCE WITH UNITED STATES TRUSTEE RE SAME (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	10/25/05	2.60	PREPARATION OF MATERIALS AND PARTICIPATING IN CONFERENCE CALL WITH THE U.S. TRUSTEE RE U.S. TRUSTEE'S ISSUES WITH INTERIM COMPENSATION AND ORDINARY COURSE PROFESSIONAL ORDERS (1.6); FOLLOW UP TELECONFERENCE WITH A. LEONARD RE SAME (0.2); TELECONFERENCES WITH VARIOUS PROFESSIONALS RE RESULTS OF DISCUSSIONS WITH U.S. TRUSTEE (0.8).
MATZ TJ	10/28/05	1.80	REVISING INTERIM COMPENSATION ORDER AS PER U.S. TRUSTEE'S COMMENTS (0.3); REVIEWING SAME (0.2); WORKING ON REVISIONS TO ORDINARY COURSE PROFESSIONALS ORDER AND EXHIBIT AS PER U.S. TRUSTEE'S COMMENTS (0.8); TELECONFERENCES WITH COUNSEL RE SAME (0.5).
MATZ TJ	10/31/05	5.60	REVIEWING, REVISING AND DISTRIBUTING PROPOSED INTERIM COMPENSATION ORDER, AS PER U.S. TRUSTEE'S COMMENTS (0.8); TELECONFERENCE WITH U.S. TRUSTEE RE SAME (0.3); REVIEWING AND REVISING PROPOSED ORDINARY COURSE PROFESSIONALS ORDER AS PER U.S. TRUSTEE'S COMMENTS (1.2); FOLLOW UP WORK RE VARIOUS OCPS INCLUDING: KPMG AND E&Y RETENTIONS AND AFFIDAVITS OF DISINTERESTEDNESS (0.6); FOLLOW UP WORK RE TOGUT RETENTION ORDER REVISIONS (0.4) FOLLOW UP WORK RE SUPPLEMENTAL AFFIDAVIT FROM GROOM LAW GROUP (0.4); TELECONFERENCES WITH L. HASSEL RE SAME (0.2); REVIEWING AND REVISING PROFFERS AND PROPOSED AGENDA FOR NOVEMBER 4TH HEARING (1.7).
MATZ TJ	11/01/05	6.70	WORKING ON RETENTION MATTERS RE KPMG, ERNST & YOUNG, DELOITTE & TOUCHE AND VARIOUS OTHER PROFESSIONALS (2.0); CORRESPONDENCE AND CALLS RE SAME (0.4); TELECONFERENCES WITH U.S. TRUSTEE RE COMMENTS ON VARIOUS RETENTION ORDERS (0.4); FOLLOW UP CORRESPONDENCE AND WORK RE SAME (0.8); REVIEWING AND REVISING PROFFERS, SUPPLEMENTAL DISCLOSURE STATEMENT, INTERIM COMPENSATION ORDER, ORDINARY COURSE PROFESSIONALS ORDER, AND VARIOUS RETENTIONS FOR THE NOVEMBER 4TH HEARING (2.2); TELECONFERENCES AND CORRESPONDENCES WITH U.S. TRUSTEE RE SAME (0.5); FOLLOW UP WORK RE SAME (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	11/02/05	5.80	TELECONFERENCE WITH U.S. TRUSTEE RE REVISIONS TO TOGUT, KCC, FTI, O'MELVENY & MEYERS, AND GROOM LAW GROUP RETENTION ORDERS (0.5); FOLLOW UP WORK AND REVISIONS TO SAME (1.5); DISTRIBUTE TO VARIOUS FIRMS AND LIAISE FOR COMMENTS AND SIGN OFF ON FINAL ORDER (2.5); TELECONFERENCES WITH ROTHSCHILD AND DEBVOISE RE INTERM COMPENSATION ORDER (0.5); TELECONFERENCES WITH U.S. TRUSTEE RE COMMENTS TO INTERIM COMPENSATION AND ORDINARY COURSE PROFESSIONAL ORDERS (0.3); REVISE SAME AS PER COMMENTS FROM THE U.S. TRUSTEE (0.5).
MATZ TJ	11/03/05	4.60	REVIEWING COMMENTS FROM U.S. TRUSTEE RE TOGUT RETENTION ORDER (0.3); FINALIZING REVISIONS TO SAME (0.3); FOLLOW UP WORK RE SAME (0.3); CORRESPONDENCE WITH A. TOGUT RE RETENTION ORDER (0.4); TELECONFERENCES WITH GROOM LAW GROUP RE RETENTION (0.4); TELECONFERENCES WITH KCC RE RETENTION (0.4); TELECONFERENCES WITH SHEARMAN RE RETENTION (0.5); TELECONFERENCES WITH O'MELVENY RE RETENTION (0.3); FINAL REVIEW AND REVISE TO INTERIM COMPENSATION ORDER, FOLLOW UP RE SAME (0.7); VARIOUS TELECONFERENCES AND CORRESPONDENCE RE ORDINARY COURSE PROFESSIONALS ORDER AND EXHIBITS (0.6); FOLLOW UP RE SAME (0.4).
MATZ TJ	11/04/05	0.50	TELECONFERENCES WITH TWO ORDINARY COURSE PROFESSIONALS RE RETENTIONS (0.5).
MATZ TJ	11/08/05	6.40	WORKING ON RETENTION APPLICATIONS FOR DELOITTE & TOUCHE, KPMG AND E&Y, REVIEWING AND COMMENTING ON PLEADINGS RE SAME (2.0); REVIEWING, REVISING AND FOLLOW UP WORK RE JONES, LANG, LASALLE RETENTION APPLICATIONS (1.7); REVIEWING AND COMMENTING AND WILMER CUTLER RETENTION APPLICATION (0.8); TELECONFERENCES AND CORRESPONDENCE WITH CANTOR, COLBORN AND HOWARD & HOWARD RE RETENTION APPLICATIONS AND CONFLICT REVIEWS (1.5); FOLLOW UP WORK RE SAME (0.3); CORRESPONDENCE RE JONES DAY (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	11/09/05	8.00	TELECONFERENCES WITH D. BRUSO (CANTOR COLBRUN) RE RETENTION APPLICATION (0.8); FOLLOW UP WORK, REVIEW AND COMMENT ON SAME (1.5); TELECONFERENCES WITH HOWARD & HOWARD COUNSEL RE RETENTION (0.4); FOLLOW UP WORK RE SAME AND PREPARATION OF MATERIALS FOR RETENTION APPLICATIONS FOR FORMER ORDINARY COURSE PROFESSIONALS (1.5); REVIEW AND COMMENT ON E&Y AND KPMG RETENTION MATERIALS (1.2); FOLLOW UP WORK RE RETENTIONS OF DELOITTE, E&Y AND KPMG (0.6); REVIEW, COMMENT ON AND FINALIZE WILMER, CUTLER RETENTION APPLICATION (0.6); REVIEW AND FINALIZE JONES LANG LA SALLE RETENTION APPLICATION (1.4).
MATZ TJ	11/11/05	1.50	WORKING ON DELOITTE RETENTION APPLICATION AND PREPARATION FOR FORWARDING TO U.S. TRUSTEE (0.8); FOLLOW UP REVISIONS TO CANTOR COLBURN APPLICATION (0.3); CORRESPONDENCE WITH VARIOUS ORDINARY COURSE PROFESSIONALS RE RETENTIONS (0.4).
MATZ TJ	11/14/05	4.30	RESPONDING TO GENERAL QUESTIONS RE RETENTIONS FROM VARIOUS FIRMS (0.5); REVIEW AND COMMENT ON RETENTION APPLICATIONS OF BANNER & WITCOFF (2.0); REVIEW AND COMMENT ON PRICE HENEVELD RETENTION APPLICATION (1.5); TELECONFERENCES WITH U.S. TRUSTEE RE SAME AND DELOITTE RETENTION (0.3).
MATZ TJ	11/15/05	2.60	REVIEW AND REVISE RETENTION APPLICATIONS OF HOWARD & HOWARD, CROWELL & MRING (1.7); FOLLOW UP CALLS AND CORRESPONDENCE RE SAME AND E&Y RETENTION (0.9).
MATZ TJ	11/16/05	3.00	REVIEWING AND REVISING RETENTION APPLICATIONS FOR 11/29 OMNIBUS HEARING (2.3); FOLLOW UP CALLS WITH COUNSEL AND U.S. TRUSTEE RE SAME (0.7).
MATZ TJ	11/17/05	1.60	TELECONFERENCE WITH U.S. TRUSTEE RE PROCEDURES FOR AND MATTERS CONCERNING ALL RETENTION APPLICATIONS (0.4); FOLLOW UP WORK RE SAME (0.6); TELECONFERENCES WITH VARIOUS COUNSELORS RE SAME (0.6).
MATZ TJ	11/18/05	1.80	CONTINUING WORK AND CORRESPONDENCE RE DELOITTE RETENTIONS, AS WELL AS, ERNST & YOUNG, AND FIVE FORMER ORDINARY COURSE PROFESSIONALS RETENTION APPLICATIONS FOR SUBMISSION TO U.S. TRUSTEE (1.5); TELECONFERENCES WITH COUNSEL RE SAME (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	11/20/05	2.00	CONTINUING WORK ON VARIOUS LAW FIRM RETENTIONS (0.9); CONFERENCE CALL WITH REPRESENTATIVES OF THE CREDITORS' COMMITTEE RE COMMENTS ON ROTHSCHILD RETENTION (0.4); FOLLOW UP CALL AND CORRESPONDENCE RE SAME (0.7).
MATZ TJ	11/21/05	2.70	CORRESPONDENCE RE ROTHSCHILD RETENTION AND UCC POSITION (0.9); TELECONFERENCES WITH D. RESNICK RE SAME (0.3); CORRESPONDENCE WITH J. SHEEHAN RE COMMITTEE COMMENTS ON ROTHSCHILD RETENTION (0.3); CONTINUING WORK ON OTHER PROFESSIONAL RETENTIONS (0.6); CONTINUING WORK ON AFFIDAVITS OF ORDINARY COURSE PROFESSIONALS AND QUESTIONS IN RESPECT THEREOF (0.6).
MATZ TJ	11/22/05	5.60	REVIEW AND COMMENT ON BROKER'S DISCLOSURE AFFIDAVIT (0.4); FOLLOW UP RE COMMENTS TO SAME (0.3); CONTINUING WORK ON COMMITTEE ISSUES RE ROTHSCHILD RETENTION (0.5); POSSIBLE RESPONSE IN RESPECT THEREOF (0.6); CONTINUING WORK ON FINALIZING 5 FORMER ORDINARY COURSE PROFESSIONALS' RETENTION APPLICATIONS (1.4); TELECONFERENCES WITH U.S. TRUSTEE RE SAME (0.4); CONTINUING WORK ON WILMER CUTLER DISCLOSURE (0.3); CORRESPONDENCE WITH J. SHEPPARD RE SAME (0.3); 2 TELECONFERENCES WITH U.S. TRUSTEE RE JONES LANG LA SALLE RETENTION (0.3); FOLLOW UP WORK RE SUPPLEMENTAL DISCLOSURE RE SAME (0.4); TELECONFERENCES RE COMPLETING AND SUBMISSION TO U.S. TRUSTEE OF D&T AND E&Y RETENTION APPLICATIONS (0.3); TELECONFERENCES AND CORRESPONDENCE WITH U.S. TRUSTEE RE FEE COMMITTEE MOTION (0.4).
MATZ TJ	11/23/05	3.10	CORRESPONDENCE AND TELECONFERENCE FINALIZING ERNST & YOUNG RETENTION (0.3); CORRESPONDENCE AND TELECONFERENCE FINALIZING DELOITTE RETENTION (0.3); FINALIZE VARIOUS RETENTION APPLICATIONS FOR REVIEW BY U.S. TRUSTEE (0.5); TELECONFERENCES WITH U.S. TRUSTEE RE SAME, JLL AND WILMER RETENTIONS (0.5); WORK ON CREDITOR COMMITTEE ISSUES RE ROTHSCHILD ENGAGEMENT (0.7); TELECONFERENCES WITH DEBEVOISE RE SAME (0.8).
MATZ TJ	11/26/05	0.60	CORRESPONDENCE RE RESOLUTION OF ROTHSCHILD RETENTION MATTER (0.2); CONTINUING FOLLOW UP WORK RE E&Y RETENTION (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	11/27/05	2.20	CORRESPONDENCE AND CONTINUING WORK ON RESOLUTION TO ROTHSCHILD RETENTION (0.9); FOLLOW UP WORK AND CORRESPONDENCE RE E&Y RETENTION (0.5); CONTINUING REVIEW OF FORMER OCP RETENTION APPLICATIONS (0.8).
MATZ TJ	11/28/05	5.80	WORKING ON AND CORRESPONDENCE RE LATHAM INTERIM RETENTION ORDER (0.8); REVIEWING AND COMMENTING ON DRAFT AND REVISIONS TO SAME (0.6); WORKING ON AND CORRESPONDENCE RE UCC REVISIONS AND NEGOTIATIONS RE ROTHSCHILD ENGAGEMENT LETTER (3.0); FOLLOW UP TELECONFERENCES RE SAME (0.8); REVIEW AND REVISE ROTHSCHILD FINAL RETENTION ORDER (0.6).
MATZ TJ	11/29/05	1.10	TELECONFERENCE WITH M. CRONIN RE ROTHSCHILD RETENTION AND REVISIONS TO ENGAGEMENT LETTER (0.3); FOLLOW UP TELECONFERENCES RE SEVERAL ORDINARY COURSE PROFESSIONALS (0.8).
MATZ TJ	11/30/05	1.60	WORK ON ADDITIONAL ORDINARY COURSE PROFESSIONAL RETENTIONS, BILLING AND FEE REPORTING (0.5); CALL WITH U.S. TRUSTEE RE ADDITIONAL RETENTION APPLICATIONS (0.3); FOLLOW UP CORRESPONDENCE AND REVIEW OF ADDITIONAL APPLICATIONS (0.8).
		<b>85.10</b>	
<b>Total Counsel</b>		<b>85.10</b>	
DANZ CE	10/19/05	1.00	REVIEWED AND DRAFTED SUMMARY OF JONES LANG LASALLE AGREEMENT (1.0).
DANZ CE	10/26/05	2.00	MEETING WITH JONES LANG LASALLE TO DISCUSS FACILITY SERVICES (2.0).
DANZ CE	10/28/05	0.60	ATTENTION TO THE JONES LANG LASALLE ISSUES (0.6).
DANZ CE	11/02/05	2.80	ATTENTION TO JONES LANG LASALLE ISSUES AND PREPARATION OF WRITTEN WORK PRODUCT TO SHARE WITH COMMITTEE AND U.S. TRUSTEE PROVIDING SUMMARY OF SERVICES AGREEMENT AND UNDERLYING BUSINESS DECISION FOR SELECTING JONES LANG LASALLE (2.8).
DANZ CE	11/04/05	0.70	COMMUNICATIONS WITH J. BECKER AND G. REPP RE JONES LANG LASALLE BACKGROUND AND RELATED DRAFTING (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DANZ CE	11/07/05	5.30	PREPARATION FOR THE JONES LANG LASALLE FILING INCLUDING FACT GATHERING AND COMMUNICATIONS WITH J. BECKER (1.4); ATTENTION TO MATTERS FOR UPCOMING FILING DEADLINE (0.5); REVIEWED CURRENT JONES LANG LASALLE CONTRACT AND DRAFTED AMENDMENT TO THE REAL ESTATE SERVICES AGREEMENT AND REVISIONS THERETO (1.9); DRAFTED PRELIMINARY AFFIDAVIT FOR JONES LANG LASALLE PAPERS AND COORDINATED DISCLOSURE RESEARCH WITH J. BECKER (1.5).
DANZ CE	11/08/05	4.70	COMMUNICATION WITH E. STEFEE RE JLL SLIDING SCALE CAP EXHIBIT (0.4); COMMUNICATIONS WITH G. REPP AND J. BECKER RE GENERAL RETENTION PROCESS (0.5); DISTRIBUTED, DISCUSSED AND FURTHER NEGOTIATED THE JLL CONTRACT AMENDMENT (1.2); REVISIONS TO THE JLL AFFIDAVIT, VARIOUS TELECONFERENCES WITH J. JAFFERS AND J. BEAUDOEN AND RELATED FOLLOWUP (0.8); REVIEW OF OTHER BROKER AGREEMENT PRECEDENT AND RESEARCH INTO SPECIFIC ISSUES (1.3); FOLLOW UP ON SERVICE ISSUES WITH FTI (0.3); COMMUNICATION WITH L. JANKOW (0.2).
DANZ CE	11/09/05	5.50	NUMEROUS COMMUNICATIONS WITH J. BECKER WITH JLL (0.7), CONTINUED REVISIONS TO THE JLL CONTRACT AMENDMENT AND EXHIBITS AND COMMUNICATIONS WITH E. STEFFE IN CONNECTION THERETO (1.1), COMMUNICATIONS WITH J. BEAUDOEN (0.4), LAST REVISIONS TO THE JLL RETENTION APPLICATION (1.2), ATTENTION TO SERVICE OF THE RETENTION (0.3), EXTENSIVE CHANGES TO THE BROKER AFFIDAVIT FOR FURTHER DISCLOSURE AND COORDINATION WITH JLL TO OBTAIN SIGNATURES AND APPROVAL OF THE AFFIDAVIT (1.8).
DANZ CE	11/14/05	0.80	DRAFTED FIRST DRAFT OF BROKER AFFIDAVIT AND CIRCULATED THE SAME TO J. BEAUDOEN TO FORWARD TO EQUIS (0.8).
DANZ CE	11/22/05	3.70	DISCUSSIONS RE U.S. TRUSTEE'S COMMENTS TO THE JONES LANG LASALLES PAPERS AND FOLLOWUP COMMUNICATIONS WITH J. BECKER AND OTHERS AT JLL AND WORKED TO REDRAFT AND SUPPLEMENT THE RETENTION AFFIDAVIT AND CIRCULATED THE SAME (3.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DANZ CE	11/23/05	2.30	GENERAL PREPARATION FOR UPCOMING HEARING (0.4); REVIEW AND MARKUP OF THE JONES LANG LASALLE PROFFER AND REVISIONS THERETO (0.7); FOLLOW UP ON U.S. TRUSTEE INFORMATION RELATING TO DISCLOSURE ISSUES AS TO THE JLL AFFIDAVIT (0.6); TELECONFERENCES WITH J. JAFFURS (0.4), COMMUNICATION WITH C. COMERFORD RE JLL AFFIDAVIT REVISIONS (0.2).
DANZ CE	11/28/05	1.30	COMMUNICATION WITH D. MONTGOMERY AND J. FRANK AT JLL AND RELATED COORDINATION FOR JLL MATTERS (0.6), TELECONFERENCE WITH J. BEAUDOEN (0.3); COORDINATED WITH J. BECKER RE COURT APPEARANCE FOR TESTIMONY (0.4).
DANZ CE	11/29/05	1.90	FURTHER RESEARCHED PRECEDENT RE BROKER COMMISSIONS SHARE ISSUES (1.3); TELECONFERENCE WITH C. COMERFORD (0.2); TELECONFERENCE WITH C. SCHWAB (0.4).
		<b>32.60</b>	
DE ELIZALDE D	10/13/05	8.10	REVIEWED AND FINALIZED ORDINARY COURSE PROFESSIONALS, INTERIM COMPENSATION PLEADINGS FOR FILING (2.7), PREPARE INSURANCE PREMIUM FINANCING, MOTION FOR FILING AND NOTICING (1.1); REVIEWED AND REVISED RETENTION APPLICATIONS AS PER FIRST DAY HEARING COMMENTS (3.0); PREPARED BLACK LINES THEREOF FOR CHAMBERS (1.3).
DE ELIZALDE D	10/21/05	2.80	REVIEWED AND REVISED FINAL ORDERS (2.8).
DE ELIZALDE D	10/24/05	0.50	REVIEWED FINAL VERSIONS AND SENT FINAL ORDERS RE APPLICATIONS TO THE US TRUSTEE (0.5).
DE ELIZALDE D	11/07/05	2.90	ANALYSIS OF FIRMS RETAINED UNDER THE ORDINARY COURSE PROFESSIONALS ORDER THAT NEED TO BE FORMALLY RETAINED (1.2); DRAFTED WILMER APPLICATION (1.7).
DE ELIZALDE D	11/08/05	7.30	REVIEWED AND REVISED JLL APPLICATION AND SPECIAL NOTICE PARTIES (3.1); REVIEWED AND REVISED CANTOR, HOWARD, AND JLL APPLICATIONS (4.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	11/09/05	7.40	DRAFTED, REVIEWED, AND REVISED JLL APPLICATION FOR RETENTION, AFFIDAVIT IN SUPPORT, PROPOSED ORDER, AND NOTICE (3.7); DRAFTED, REVIEWED, AND REVISED WILMER APPLICATION FOR RETENTION, AFFIDAVIT IN SUPPORT, PROPOSED ORDER, AND NOTICE (2.5); SUPERVISED FILING AND SERVICE OF OF JLL APPLICATION AND WILMER APPLICATION (1.2).
DE ELIZALDE D	11/10/05	3.60	ANALYSIS OF RETENTION OF ACCOUNTING FIRM (1.4); REVIEWED AND REVISED CANTOR RETENTION (0.9); REVIEWED AND REVISED HOWARD AND HOWARD RETENTION (0.5); REVIEWED AND REVISED OTHER RETENTIONS (0.8).
DE ELIZALDE D	11/11/05	4.90	ANSWERING CORRESPONDENCE RE QUESTIONS ON THE ORDINARY COURSE PROFESSIONALS ORDER (1.4); REVIEWED AND REVISED PRICE, HENEVELD APPLICATION, AFFIDAVIT, NOTICE, AND ORDER (2.7); ANALYSIS OF RETENTION OF SMILEY-SMITH & BRIGHT (0.8).
DE ELIZALDE D	11/14/05	2.10	ANALYSIS OF ALL AFFIDAVITS OF ORDINARY COURSE PROFESSIONALS FILED IN THE CASE (2.1).
DE ELIZALDE D	11/16/05	4.70	REVIEWED AND REVISED THE FOLLOWING RETENTION APPLICATIONS: BANNER & WITCOFF, BUTZEL LONG, CANTOR COLBURN, HOWARD & HOWARD, AND JAECKLE (4.7).
DE ELIZALDE D	11/17/05	0.70	SUPERVISED DRAFTING OF PROFFERS RE WILMER AND JLL APPLICATIONS (0.7).
DE ELIZALDE D	11/18/05	4.50	ANSWER TO DELPHI'S QUESTIONS RE RETAINING NEW OCP (0.5); ANSWER TO OCPS RE AFFIDAVITS AND FILINGS (0.4); DRAFTING FORM OF OCP QUARTERLY STATEMENT (2.8); REVIEWED E&Y AND DELOITTE RETENTIONS (0.8).
DE ELIZALDE D	11/21/05	2.20	ANALYSIS OF NEW OCPS TO BE INCLUDED IN A SUPPLEMENTAL EXHIBIT (0.5) REVIEWED AND REVISED APPLICATIONS FOR EMPLOYMENT AS PER UST'S COMMENTS (1.7).
DE ELIZALDE D	11/22/05	4.10	DRAFTED PROFFER FOR WILMER'S APPLICATION AND COORDINATED WITH WILMER'S ATTORNEYS FOR ATTENDANCE TO THE HEARING (1.5); DRAFTED NOTICE OF PRESENTMENT (1.1); ANALYSIS OF ISSUE OF SHARING OF COMPENSATION BETWEEN CO-BROKERS (1.5).
DE ELIZALDE D	11/23/05	2.50	SUPERVISED FILING OF RETENTION APPLICATIONS OF ERNST & YOUNG AND DELOITTE AND DRAFTED NOTICE OF PRESENTMENT FOR BOTH APPLICATIONS (2.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	11/27/05	1.20	ANALYSIS OF OCP AFFIDAVITS FILED (1.2).
DE ELIZALDE D	11/28/05	5.70	ANSWER QUESTIONS RE YUASA & HARA'S AFFIDAVIT OF ORDINARY COURSE PROFESSIONALS (0.5); DRAFTED E&Y'S NOTICE OF PRESENTMENT AND SUPERVISED FILING AND SERVING OF E&Y'S APPLICATION FOR RETENTION (3.8); REVIEWED DOCKET AND NEW AFFIDAVITS OF OCP (1.4).
DE ELIZALDE D	11/29/05	6.30	REVIEWED DOCKET RE OCP AFFIDAVITS (0.5); COORDINATED WITH FTI RE OCP AFFIDAVITS (1.8); ANALYSIS RE ISSUE OF SHARING COMPENSATION UNDER SECTION 504 OF THE BANKRUPTCY CODE (2.5); REVIEWED LIST OF OCPS THAT NEED TO BE RETAINED AND THE STATUS OF THEIR APPLICATIONS (1.5).
DE ELIZALDE D	11/30/05	3.30	REVIEWED AND REVISED JLL'S ORDER TO INCLUDE COMMENTS FROM THE HEARING (0.8); REVIEWED OCP ORDER TO GIVE ADVICE TO DELPHI RE PAYMENT OF FEES (1.5); DRAFTED NOTICE OF SUPPLEMENT TO EXHIBIT 1 OF ORDINARY COURSE PROFESSIONALS ORDER (1.0).
		<b>74.80</b>	
HERRIOTT AV	10/25/05	0.40	DRAFT INTERIM COMPENSATION SCRIPT (0.4).
HERRIOTT AV	10/31/05	0.70	BEGIN EDITING SCRIPTS AND PROFFERS FOR NOV. 4 HEARING FOR O'MELVENY, INTERIM COMPENSATION, ETC (0.7).
HERRIOTT AV	11/01/05	0.10	UPDATE KCC SCRIPT/PROFFER (0.1).
HERRIOTT AV	11/02/05	1.00	REVISE INTERIM COMPENSATION PROFFER (0.8); REVISE O'MELVENY PROFFER (0.2).
HERRIOTT AV	11/03/05	0.50	BEGIN REVIEWING MATERIALS FOR JLL RETENTION (0.5).
HERRIOTT AV	11/08/05	0.30	REVIEW ORDINARY COURSE PROFESSIONALS APPLICATION DRAFTING ISSUES (0.3).
		<b>3.00</b>	
MEISLER RE	10/20/05	0.80	TELECONFERENCE WITH B. SHAW RE ROTHSCHILD APPLICATION (0.1); ATTENTION TO SAME (0.5); TELECONFERENCE WITH J. SHEPARD RE OCP MOTION (0.2).
MEISLER RE	10/21/05	0.30	ATTENTION TO OCP MATTERS (0.3).
MEISLER RE	11/03/05	0.20	TELECONFERENCE WITH J. SHEPARD RE RETENTION OF WILMER (0.1); TELECONFERENCE WITH S. CARLIN RE KPMG RETENTION (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	11/08/05	1.10	CONFERENCE WITH M. WEXLER RE JLL RETENTION (0.1); ATTENTION TO SAME (0.5); ATTENTION TO KPMG, D&T AND E&Y RETENTION (0.5).
MEISLER RE	11/09/05	1.10	CONFERENCE WITH S. CORCORAN RE RETENTION APPLICATIONS (0.2); CONFERENCE WITH M. LEOB RE SAME (0.2); COORDINATED SIGNATURES RE RETENTION APPLICATIONS (0.4); TELECONFERENCES WITH B. KAPLAN RE RETENTION APPLICATIONS (0.3).
MEISLER RE	11/15/05	0.80	REVIEW STATUS OF VARIOUS RETENTION APPLICATIONS (0.8).
MEISLER RE	11/16/05	0.40	CONTINUED REVIEW OF RETENTION APPLICATIONS (0.4).
MEISLER RE	11/18/05	0.20	CONFERENCE WITH D. SHERBIN RE COMMENTS TO RETENTION APPLICATION (0.2).
		<b>4.90</b>	
TOUSSI S	10/12/05	5.70	ADDRESS AND RESOLVE ISSUES RE ALL RETENTION MATTERS FOR PROFESSIONALS (3.4); EDIT AND REVISE NOTICES RE SAME (1.2); PREPARE SAME FOR FILING WITH THE COURT (1.1).
TOUSSI S	10/14/05	6.20	ADDRESS ISSUES RE FINALIZING VARIOUS FIRST DAY ORDERS AND RETENTION APPLICATIONS (3.6); PREPARING BLACK LINES THEREOF FOR CHAMBERS AND LIAISING WITH CHAMBERS RE DOCKETING OF RETENTIONS (2.6).
TOUSSI S	10/17/05	1.10	ADDRESS ISSUES RE ROTHSCHILD RETENTION (1.1).
TOUSSI S	10/22/05	2.70	EDIT AND REVISE RETENTION ORDERS FOR EACH OF THE PROFESSIONALS (2.2); RUN CHANGES RE SAME (0.5).
TOUSSI S	10/31/05	0.80	ADDRESS ISSUES RE OCP MOTION AND US TRUSTEE COMMENTS (0.3); ADDRESS ISSUES RE RETENTION APPLICATIONS (0.5).
TOUSSI S	11/02/05	1.00	ADDRESS ISSUES RE VARIOUS RETENTIONS AND US TRUSTEE (1.0).
TOUSSI S	11/03/05	0.80	ADDRESS VARIOUS RETENTION ISSUES (0.8).
TOUSSI S	11/04/05	1.10	ADDRESS AND RESOLVE ISSUES RELATED TO VARIOUS REVISIONS TO RETENTION ORDERS (1.1).
TOUSSI S	11/07/05	1.20	ADDRESS AND RESOLVE ISSUES ON VARIOUS RETENTION APPLICATIONS AND RELATED ISSUES (1.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	11/08/05	1.20	REVIEW AND ANALYZE VARIOUS RETENTION APPLICATIONS FOR NON-OCF PROFESSIONALS (1.2).
TOUSSI S	11/09/05	2.00	ADDRESS AND RESOLVE ISSUES RE VARIOUS RETENTION APPLICATIONS AND FILINGS (2.0).
TOUSSI S	11/17/05	0.80	ADDRESS ISSUES RE RETENTION MATTERS AND RELATED MOTIONS (0.8).
TOUSSI S	11/23/05	3.20	ADDRESS ISSUES RE RETENTION APPLICATIONS (0.5); ADDRESS ISSUES RE OBJECTIONS TO ROTHSCHILD RETENTION (1.2); VARIOUS TELECONFERENCES RE SAME (0.5); PREPARE LIST OF QUESTIONS RE PREPARING POTENTIAL WITNESSES RE SAME (1.0).
		<b>27.80</b>	
ZALTZMAN H*	10/26/05	6.60	REVIEW DUE DILIGENCE RE ROTHSCHILD DOCUMENTATION ON COMPETING BIDS (6.6).
ZALTZMAN H*	11/07/05	3.80	BEGIN DRAFTING SECTION 327(A) JLL RETENTION APPLICATION (0.5) REVIEW ENGAGEMENT AGREEMENT BETWEEN DELPHI AND JLL (2.5); DRAFT AND EDIT JLL APPLICATION (0.8).
ZALTZMAN H*	11/08/05	7.00	BEGIN DRAFTING RETENTION APPLICATIONS FOR 327 PROFESSIONALS TO BE OFFICIALLY RETAINED BY DELPHI UNDER THE INTERIM COMP ORDER (3.8); REVIEW OF ALL PROFESSIONALS WORKING FOR DEBTORS AND ANALYSIS RE: WHICH PROFESSIONAL MEETS THE STANDARDS FOR "RETAINED" PROFESSIONAL UNDER THE INTERIM COMP ORDER (3.2).
ZALTZMAN H*	11/09/05	12.80	CONTINUED DRAFTING RETENTION APPLICATIONS FOR PROFESSIONALS AND EMAIL THEM RE RETENTION APP DOCUMENTS (3.0); DRAFTED AND EDITED WILMER (3.6) AND JLL (4.1) AND CANTOR RETENTION (2.1).
ZALTZMAN H*	11/10/05	2.40	REVIEW AND EDIT RETENTION APP CANTOR, JLL, WILMER AND H&H (0.9); CONTINUE CONTACTING THOSE PROFESSIONALS NOT YET CONTACTED (0.4); SENT PLEADING TEMPLATES TO PROFESSIONALS FOR THEIR COMPLETION (1.1).
ZALTZMAN H*	11/11/05	2.70	ANSWER PROFESSIONALS CALLS AND DRAFT/SEND EMAILS (1.0); EDIT/DRAFT INCOMING RETENTION APPS FOR OFFICIALLY RETIANED (1.7).
ZALTZMAN H*	11/13/05	2.10	DRAFT/EDIT BANNER RETENTION APPLICATION (1.2); DISCUSS APPLICATION STATUS WITH BANNER (0.2) CANTOR (0.4) H&H (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	11/14/05	4.50	DRAFT RETENTION APPLICATION RE PRICE, HENEVELD (1.1), HOWARD & HOWARD (0.8), AND BANNER & WITCOFF (1.1); DISCUSS STATUS WITH VARIOUS LAW FIRMS RE RETENTION APPS (0.5); EMAIL THROUGHOUT THE DAY RE RETENTION APPS (1.0).
ZALTZMAN H*	11/15/05	6.80	REVIEW RETENTION APPLICATIONS (6.8).
ZALTZMAN H*	11/16/05	10.30	REVIEW FINAL COPIES OF ALL RETENTION APPLICATIONS READY FOR SUBMITTAL (9.6); PRINT AND PREPARE NEW COPIES TO DELIVER TO DELPHI GC (0.7).
ZALTZMAN H*	11/17/05	8.80	REVIEW STATUS OF RETENTION APPLICATIONS (5.6); WORK ON BUTZEL APP WITH J. DARIEN FROM BUTZEL (1.0); DISCUSS CALLS RE OCP STATUS (0.9); BEGIN PREPARING PROFFERS FOR JLL AND WILMER RETENTIONS (1.3).
ZALTZMAN H*	11/18/05	8.70	CONTINUE FINALIZING RETENTION APPS IN ORDER TO PRESENT THEM TO US TRUSTEE (5.2); CONTINUE WORKING ON RETENTION APPS FOR NEXT WEEK, INCLUDING JAECKLE, QUINN, CADWALDER (1.4); FIELD CALLS THROUGHOUT DAY RE THE STATUS OF THE NEW US TRUSTEE PROCEDURE FOR RETENTION APPLICATIONS (0.4); WRITE PROFFERS FOR JLL AND WILMER (1.4); BEGIN WORK RE POSSIBLE RETENTION OBJECTION (0.3).
ZALTZMAN H*	11/21/05	10.40	CONTINUE TO DRAFT AND EDIT RETENTION APPLICATIONS--JAECKLE, QUINN, RADER, THOMPSON AND CADWALADER (5.8); PREPARE POSSIBLE RESPONSE TO THE UCC'S OBJECTION OF ROTHSCHILD'S RETENTION, INCLUDING DRAFTING AND RESEARCH (4.6).
ZALTZMAN H*	11/22/05	11.40	RESPONDED TO UST'S REQUEST RE RETENTION APPS, INCLUDING CONTACTING LAW FIRMS, GETTING REVISED APPS, COMPILING APPS AND DELIVERING NEW MATERIALS TO THE UST AND NEW MATERIAL INCLUDING RETENTIONS FOR: HOWARD & HOWARD LLP, CANTOR LLP, PRICE HENEVELD, BANNER AND BUTZEL, LONG (1.4); BEGIN DRAFTING 10-DAY NOTICE OF PRESENTATIONS FOR FIRMS SUBMITTED TO UST FOR REVIEW (4.6); RESEARCHED BUSINESS JUDGMENT AND COMPLETION FEE ISSUES FOR POSSIBLE OBJECTION TO THE ROTHSCHILD RETENTION APPLICATION (5.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	11/23/05	7.20	EDIT RESEARCH RE BUSINESS JUDGEMENT, REASONABLENESS, PROCEDURE AS PERTAIN RE ROTHSCHID POTENTIAL (3.3); RESPOND TO PHONE CALLS RE LAW FIRMS RETENTIONS (0.8); EDIT JLL AND WILMER PROFFERS (3.1).
ZALTZMAN H*	11/24/05	1.60	REVIEW LATHAM'S DRAFT OF THE OBJECTION TO THE ROTHSCHILD RETENTION (1.0); RESEARCH CASES RE BUSINESS JUDGMENT RULE AS IT APPLIES TO RETENTIONS IN BANKRUPTCY (0.6).
ZALTZMAN H*	11/28/05	4.90	CONTINUE WORKING ON RADAR AND THOMSON HINE RETENTION APPLICATIONS (2.8); PREPARE FINAL VERSION OF JLL AND WILMER SCRIPTS (1.6); DISCUSS RETENTION MATERIALS WITH COVINGTON, CADAWALDER, RADER, AND THOMPSON ON PHONE (0.5).
ZALTZMAN H*	11/29/05	4.70	COMMUNICATE WITH M. NAFT OF COVINGTON AND J. DARIEN OF BUTZEL RE THEIR RETENTION APPLICATIONS (0.3); DRAFT/EDIT THOMPSON AND RADER APPLICATIONS (2.0); COMMUNICATE VIA EMAIL WITH RADER RE THEIR APPLICATION STATUS AND INFORM THEM OF NEXT STEPS (0.2); DRAFT CHART FOR CURRENT STATUS OF RETENTIONS OF OFFICIALLY RETAINED PROFESSION (2.2).
ZALTZMAN H*	11/30/05	2.10	COMPLETE THOMPSON HINE AND RADER FISHMAN RETENTION APPLICATIONS (1.8); DISCUSS APPLICATION STATUS WITH CONTACTS AT BANNER, CADAWALDER, AND CANTOR (0.3).
		<b>118.80</b>	
ZIEGLER VE	10/09/05	0.70	EMAIL CORRESPONDENCE WITH A. TOGUT RE RETENTION PLEADINGS (0.2); WORK ON REVISIONS ON ORDER (0.5).
ZIEGLER VE	11/21/05	3.20	DRAFT SCRIPT AND PROFFER RE ROTHSCHILD RETENTION(2.6); RESEARCH PRECEDENTS RE REPLY TO OBJECTION TO ROTHSCHILD RETENTION (0.6).
ZIEGLER VE	11/22/05	4.20	WORK ON REPLY TO CREDITORS' COMMITTEE OBJECTION TO RETENTION OF ROTHSCHILD (4.2).
ZIEGLER VE	11/23/05	6.60	TELECONFERENCES WITH ROTHSCHILD AND DEBEVOIS RE RESPONSE TO OBJECTION OF CREDITORS' COMMITTEE TO ROTHSCHILD'S RETENTION (2.3); DRAFT SAME (4.3).
ZIEGLER VE	11/24/05	8.80	DRAFT RESPONSE TO OBJECTION TO ROTHSCHILD RETENTION APPLICATION (7.6); EMAIL CORRESPONDENCE AND TELECONFERENCES WITH M. CRONIN RE FACTS AND OBJECTIONS (1.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	11/25/05	6.10	DRAFT RESPONSE TO OBJECTION TO ROTHSCHILD RETENTION APPLICATION (4.6); EMAIL CORRESPONDENCE AND TELECONFERENCES WITH M. CRONIN RE SETTLEMENT (1.0); EMAIL CORRESPONDENCE WITH J. SHEEHAN RE SAME (0.5).
ZIEGLER VE	11/26/05	1.00	WORK ON ROTHSCHILD'S RETENTION SCRIPT (1.0).
ZIEGLER VE	11/28/05	6.90	REVISED ROTHSCHILD'S RETENTION ORDER AND LETTER AGREEMENT (3.5); COORDINATE COMMENTS RE SAME (2.1); EMAIL CORRESPONDENCE RE SAME (1.3).
ZIEGLER VE	11/29/05	1.00	TELECONFERENCES AND EMAIL CORRESPONDENCE RE ROTHSCHILD'S ENGAGEMENT LETTER (1.0).
		<b>38.50</b>	
<b>Total Associate/Law Clerk</b>		<b>300.40</b>	
CHOW PP	10/13/05	6.20	DRAFT NOTICE OF HEARING FOR MOTION RE INTERIM COMPENSATION (0.6); EDIT/REVISE NOTICES OF FILING OF APPLICATIONS AND ENTRY OF INTERIM ORDERS RE RETENTION OF PROFESSIONALS IN CHAPTER 11 CASE (4.9); DRAFT NOTICE OF HEARING FOR MOTION RE RETENTION OF ORDINARY COURSE PROFESSIONALS (0.7).
CHOW PP	10/17/05	1.80	OBTAIN/ORDER AND DISTRIBUTE PRECEDENT PLEADINGS AND MATERIALS RE FORMATION OF A JOINT FEE REVIEW COMMITTEE (1.8).
		<b>8.00</b>	
DEMMA J	11/02/05	6.20	PREPARE MATERIALS FOR ATTORNEY REVIEW (1.6); PREPARE MATERIALS FOR NOVEMBER 4, 2005 OMNIBUS HEARING (4.6).
DEMMA J	11/11/05	1.10	PREPARE MATERIALS RE ROTHCHILD RETENTION FOR ATTORNEY REVIEW (1.1).
		<b>7.30</b>	
SALAZAR AG	11/07/05	4.20	DRAFT TEMPLATE RETENTION APPLICATION, NOTICE, ORDER AND AFFIDAVIT (4.0); DISTRIBUTE TEMPLATE AS REQUESTED (0.2).
SALAZAR AG	11/22/05	1.50	PREPARE AND ELECTRONICALLY FILE RETENTION APPLICATION (1.5).
SALAZAR AG	11/23/05	1.50	PREPARE AND ELECTRONICALLY FILE RETENTION PAPERS (1.0); COORDINATE FOR SERVICE OF DOCUMENTS WITH KCC (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	11/29/05	0.60	SEND COURTESY COPY OF REVISED RETENTION ORDER TO COURT (0.2); CIRCULATE REVISED ORDER AND UPDATE BINDERS (0.4).
		<b>7.80</b>	
ZSOLDOS AF	10/24/05	0.20	SEARCH DELPHI DOCKET FOR ORDINARY COURSE PROFESSIONAL AFFIDAVITS (0.2).
ZSOLDOS AF	11/14/05	0.20	PULL AND SEND AFFIDAVITS OF OCP TO D. DE ELIZALDE (0.2).
ZSOLDOS AF	11/16/05	0.20	SEND SIGNED OCP ORDER TO S. CARLIN AT KPMG (0.2).
ZSOLDOS AF	11/28/05	0.70	DISTRIBUTE NEWLY FILED AFFIDAVITS OF OCP (0.7).
		<b>1.30</b>	
<b>Total Legal Assistant</b>		<b>24.40</b>	
<b>TOTAL TIME</b>		<b><u>463.70</u></b>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Retention / Fee Matters/Objections (Others)

Bill Date: 12/30/05  
Bill Number: 1091378

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	11/11/05	Copy Center, D	1.20
In-house Reproduction	11/15/05	Copy Center, D	1.68
In-house Reproduction	11/25/05	Copy Center, D	0.12
<b>TOTAL IN-HOUSE REPRODUCTION</b>			<b>\$3.00</b>
Telephone Expense	10/28/05	Telecommunications, D	0.14
Telephone Expense	10/28/05	Telecommunications, D	0.29
Telephone Expense	10/28/05	Telecommunications, D	0.07
Telephone Expense	11/23/05	Telecommunications, D	8.68
Telephone Expense	11/23/05	Telecommunications, D	13.57
Telephone Expense	11/23/05	Telecommunications, D	2.16
Telephone Expense	11/23/05	Telecommunications, D	0.09
<b>TOTAL TELEPHONE EXPENSE</b>			<b>\$25.00</b>
Lexis/Nexis	11/22/05	Zaltzman H	750.66
Lexis/Nexis	11/23/05	Curran C	267.12
Lexis/Nexis	11/23/05	Zaltzman H	373.22
<b>TOTAL LEXIS/NEXIS</b>			<b>\$1,391.00</b>
Business Meals	11/10/05	De Elizalde D	25.00
<b>TOTAL BUSINESS MEALS</b>			<b>\$25.00</b>
<b>TOTAL MATTER</b>			<b>\$1,444.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Retention / Fee Matters/Objections (Others)

Bill Date: 01/31/06  
Bill Number: 1092991

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	12/02/05	0.30	BEGIN TO REVIEW OBJECTION TO DELOITTE RETENTION APPLICATION (0.2); RESPOND TO UCC REQUEST FOR EXTENSION OF TIME TO OBJECT TO DELOITTE RETENTION APPLICATION (0.1).
BUTLER, JR. J	12/03/05	0.40	CONTINUE TO REVIEW OBJECTION TO DELOITTE RETENTION APPLICATION (0.3); EMAIL FROM J SHEEHAN RE SAME (0.1).
BUTLER, JR. J	12/11/05	0.20	REVIEW KCC STATEMENT (0.2).
BUTLER, JR. J	12/13/05	0.30	EMAILS FROM/TO COMPANY MANAGEMENT RE DELOITTE (0.3).
BUTLER, JR. J	12/15/05	0.30	REVIEW STATUS OF AND NEXT STEPS RE DELOITTE AND E&Y RETENTION APPLICATIONS (0.3).
BUTLER, JR. J	12/29/05	0.40	EMAILS FROM/TO A. TENZER AND B. DELLINGER RE DELOITTE RETENTION MATTERS (0.3); REVIEW UST OBJECTION TO FEE COMMITTEE MOTION (0.1).
BUTLER, JR. J	12/30/05	0.40	REVIEW MONTHLY COMPENSATION PACKAGES FROM VARIOUS PROFESSIONALS (0.4).
		2.30	
SPRINGER DE	12/12/05	0.30	TELECONFERENCE WITH S. GRANT RE SCALP DISCOVERY ON DELOITTE RETENTION MOTION (0.3).
SPRINGER DE	12/13/05	0.80	TELECONFERENCE WITH SHEARMAN & STERLING RE UNIFIED RESPONSE TO SCALP DISCOVERY REQUESTS (0.8).
		1.10	
<b>Total Partner</b>		3.40	
MATZ TJ	12/01/05	1.10	TELECONFERENCES AND CORRESPONDENCE WITH CHAMBERS RE DOCKETING OF WILMER AND OTHER OUTSTANDING RETENTION ORDERS FROM 11/4 HEARING (0.8); REVIEWING AND COMMENTING ON GENERAL QUESTIONS RE ORDINARY COURSE PROFESSIONALS TRACKING BILLING AND REPORTING REQUIREMENTS (0.3).
MATZ TJ	12/04/05	1.20	FOLLOW-UP CORRESPONDENCE WITH CANTOR, PRICE, AND HOWARD FIRMS RE RETENTION ISSUES (0.4); REVIEWING ADDITIONAL FORMER ORDINARY COURSE PROFESSIONALS RETENTION APPLICATIONS (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	12/05/05	2.70	TELECONFERENCE WITH D. BRUSO (CANTOR COLBORN) RE RETENTION (0.3); FOLLOW-UP WORK RE ALL OUTSTANDING RETENTION APPLICATIONS (0.4); TELECONFERENCE WITH U.S. TRUSTEE RE SAME (0.3); TELECONFERENCES WITH COUNSEL RE FILING APPLICATIONS (0.6); TELECONFERENCE WITH U.S. TRUSTEE RE D&T APPLICATION (0.2); REVIEWING LEAD PLAINTIFFS OBJECTION ON D&T (0.4); TELECONFERENCE WITH SHEARMAN & STERLING RE SAME (0.3); TELECONFERENCES WITH M. CRONIN RE ROTHCHILD ORDER AND TERMS (0.2).
MATZ TJ	12/06/05	0.90	WORKING ON D&T AND OBJECTION EXTENSION REQUEST (0.3); FOLLOW-UP RE SAME (0.2); TELECONFERENCE WITH CHAMBERS TO CONFIRM SAME (0.1); CORRESPONDENCE WITH U.S. TRUSTEE RE D&T SUPPLEMENTAL DISCLOSURE (0.2); CORRESPONDENCE WITH U.S. TRUSTEE RE E&Y ORDER (0.1).
MATZ TJ	12/13/05	2.00	TELECONFERENCE WITH CHAMBERS RE E&Y RETENTION (0.2); FOLLOW UP RE SAME (0.2); TELECONFERENCES WITH SIMPSON THACHER RE INTELLECTUAL PROPERTY COUNSEL RETENTION (0.5); FOLLOW UP WORK RE SAME (0.2); REVIEW AND COMMENT ON ADDITIONAL RETENTION APPLICATIONS (0.9).
MATZ TJ	12/14/05	1.70	TELECONFERENCES WITH COMPANY AND VARIOUS PROFESSIONALS RE ORDINARY COURSE PROFESSIONAL ORDER AND AFFIDAVIT, FILING AND SERVICE OF SAME (1.4); CORRESPONDENCE WITH DEBEVIOSE RE ADDITIONAL DISCLOSURE BY ROTHSCHILD (0.3).
MATZ TJ	12/15/05	0.60	TELECONFERENCE WITH FTI RE REPORTING AND AFFIDAVIT REQUIREMENTS (0.4); FOLLOW UP RE SAME (0.2).
MATZ TJ	12/16/05	0.90	TELECONFERENCES WITH VARIOUS FIRMS RE RETENTION APPLICATIONS, OBJECTION DEADLINE OF 12/19 AND PRESENTMENTS ON 12/20 (0.9).
MATZ TJ	12/18/05	0.70	REVIEW AND COMMENT ON TWO ADDITIONAL RETENTION APPLICATIONS (0.7).
MATZ TJ	12/19/05	2.40	WORKING ON DELOITTE RETENTION OBJECTION DEADLINE (0.2); WORK ON REVISIONS TO AND FINALIZING FIVE ADDITIONAL RETENTION APPLICATIONS (1.6); FOLLOW UP WITH CHAMBERS RE ERNST & YOUNG RETENTIONS AND VARIOUS OTHER PRESENTMENT ORDERS (0.4); TELECONFERENCES WITH COUNSEL TO ERNST & YOUNG RE SAME (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	12/20/05	0.30	CONTINUING WORK ON ADDITIONAL RETENTION APPLICATIONS (0.3).
MATZ TJ	12/21/05	0.60	TELECONFERENCE WITH B. KAPLAN RE KPMG RETENTION (0.1); CORRESPONDENCE WITH J. PAPELIAN RE OCP AFFIDAVIT (0.3); FOLLOW UP WITH CHAMBERS RE ERNST & YOUNG RETENTION (0.2).
MATZ TJ	12/23/05	0.40	FOLLOW UP RE ADDITIONAL RETENTIONS (0.4).
MATZ TJ	12/29/05	0.60	RESPONDING TO QUESTIONS RE ORDINARY COURSE PROFESSIONALS AFFIDAVITS (0.6).
		<b>16.10</b>	
<b>Total Counsel</b>		<b>16.10</b>	
DE ELIZALDE D	12/01/05	1.70	CONFERENCE CALL WITH COMMITTEE TO EXTEND TIME TO OBJECT TO DELOITTE'S APPLICATION (0.5); CONFERENCE CALL WITH SEVERAL FIRMS LISTED AS ORDINARY COURSE PROFESSIONALS RE FILING OCP AFFIDAVITS (0.7); REVIEW OF LIST OF OCPS AND REVIEWED AND REVISED LETTER FOR OCPS THAT HAVE NOT YET FILED OCP AFFIDAVITS (0.5).
DE ELIZALDE D	12/02/05	5.10	COMMUNICATIONS WITH THE COMPANY RE DRAFTING OF SUPPLEMENT TO OCP EXHIBIT (0.7); DRAFTING OF SUPPLEMENT TO OCP EXHIBIT (1.4); REVIEWING LIST OF FILED OCP AFFIDAVITS (0.5); REVIEWED E&Y RETENTION (0.4); ANALYSIS OF OBJECTIONS TO DELOITTE'S APPLICATIONS (2.1).
DE ELIZALDE D	12/05/05	4.80	CONFERENCE CALL WITH SEVERAL FIRMS LISTED AS ORDINARY COURSE PROFESSIONALS RE FILING OCP AFFIDAVITS (1.4); REVIEW OF LIST OF OCPS AND REVIEWED AND REVISED LETTER FOR OCPS THAT HAVE NOT YET FILED OCP AFFIDAVITS (0.9); REVIEWED AND REVISED NOTICE OF PRESENTMENT OF ORDER OF RETENTION OF FIVE FIRMS (0.8); CONFERENCE CALL WITH UST RE E&Y APPLICATION (0.2); ANALYSIS OF DIFFERENCE SERVICES AMONG DIFFERENT IP LAW FIRMS (1.5).
DE ELIZALDE D	12/06/05	5.50	CONFERENCE CALL WITH SEVERAL FIRMS LISTED AS ORDINARY COURSE PROFESSIONALS RE FILING OCP AFFIDAVITS (1.5); REVIEW OF LIST OF OCPS AND REVIEWED AND REVISED LETTER FOR OCPS THAT HAVE NOT YET FILED OCP AFFIDAVITS (1.3); REVIEWED AND REVISED NOTICE OF PRESENTMENT OF ORDER OF RETENTION OF FIVE FIRMS (2.5); SENT E&Y NOTICE OF PRESENTMENT AND ORDER TO UST (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	12/07/05	3.40	REVIEWED AND REVISED TWO AFFIDAVITS OF OCP AND SUPERVISED FILING OF SUCH AFFIDAVITS (1.5); ANALYSIS OF QUESTION BY J. PETERSON RE NEW ATTORNEY IN OHIO (0.7); REVIEWED LETTER TO OCPS THAT HAVE NOT FILED AFFIDAVITS AND SUPERVISED PROCESS OF CREATING ONE LETTER FOR EACH FIRM (1.2).
DE ELIZALDE D	12/08/05	7.20	ANALYSIS OF NEED TO HIRE NEW ATTORNEY IN OHIO AND ADD SUCH ATTORNEY TO THE OCP LIST (1.8); UPDATED CHART OF OCPS WHO HAVE FILED AFFIDAVITS (1.5); SENT LETTERS TO ALL OCPS RE FILING OF AFFIDAVITS (3.9).
DE ELIZALDE D	12/09/05	3.00	UPDATED CHART OF OCPS WHO HAVE FILED AFFIDAVITS (1.2); ANALYSIS OF OCP EXHIBIT AND NEED TO UPDATE IT RE TAX ADVISORY FIRMS (1.8).
DE ELIZALDE D	12/12/05	6.70	UPDATED CHART OF OCPS WHO HAVE FILED AFFIDAVITS (1.5); TALKED TO DIFFERENT OCPS AND ANSWERED QUESTIONS RE DRAFTING, SERVING, AND FILING THE AFFIDAVIT (3.8); ANALYSIS OF WHETHER DELPHI SHOULD CONTINUE TO PAY FOR ATTORNEYS' FEES DERIVED FROM AN INDEMNIFICATION CLAUSE (1.4).
DE ELIZALDE D	12/13/05	4.80	CONFERENCE CALL WITH DIFFERENT OCPS TO ANSWER QUESTIONS RE DRAFTING, FILING AND SERVING AFFIDAVITS (2.9); SENT OUT SECOND REQUEST FOR BANKRUPTCY QUESTIONNAIRE (1.4); ANALYSIS OF E&Y'S RETENTION APPLICATION (0.5).
DE ELIZALDE D	12/14/05	3.50	CONFERENCE CALL WITH DIFFERENT OCPS TO ANSWER QUESTIONS RE DRAFTING, FILING AND SERVING AFFIDAVITS (3.5).
DE ELIZALDE D	12/15/05	4.10	ANALYSIS OF ISSUE OF WHETHER OCP COULD ROLL OVER THEIR BILLED HOURS (1.2); CONFERENCE CALL WITH DIFFERENT OCPS TO ANSWER QUESTIONS RE DRAFTING, FILING AND SERVING AFFIDAVITS (2.9).
DE ELIZALDE D	12/16/05	2.80	ARRANGED FOR FILING OF OCPS AFFIDAVITS (2.8).
		52.60	
HERRIOTT AV	12/01/05	3.40	DRAFT GUIDELINES FOR PAYMENT OF PROFESSIONALS FOR USE BY DELPHI STAFF (3.4).
HERRIOTT AV	12/02/05	1.80	EDIT GUIDELINES FOR PAYMENTS TO PROFESSIONALS AND SEND TO CLIENT (1.2); FOLLOW UP ON MATTERS RELATING TO OCP AFFIDAVITS (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	12/06/05	0.10	ANSWER EMAIL RE PAYMENTS TO PROFESSIONALS UNDER APPLICABLE ORDERS (0.1).
HERRIOTT AV	12/07/05	0.30	ADDRESS DELPHI QUESTION RE PAYMENT OF OCPS (0.3).
HERRIOTT AV	12/12/05	0.10	ADDRESS DELPHI QUESTION RE PAYMENT OF PROFESSIONALS (0.1).
HERRIOTT AV	12/13/05	0.20	ANSWER DELPHI QUESTIONS RE PAYMENTS TO PROFESSIONALS (0.2).
HERRIOTT AV	12/16/05	0.30	ADDRESS QUESTIONS RE RETENTION OF KCC (0.3).
HERRIOTT AV	12/19/05	0.40	ADDRESS QUESTION RE PAYMENT OF RETAINED PROFESSIONALS (0.4).
HERRIOTT AV	12/21/05	1.30	ANSWER QUESTIONS RE PROFESSIONAL COMPENSATION (1.3).
		<b>7.90</b>	
MEISLER RE	12/01/05	0.70	ATTENTION TO K. BAMBACH REQUEST RE ESTIMATION OF FEES (0.5); TELECONFERENCES WITH J. PAPELIAN RE RETENTION OF PROFESSIONALS (0.2).
MEISLER RE	12/02/05	1.50	ATTENTION TO ORDINARY COURSE PROFESSIONAL RETENTION MATTERS (0.8); ATTENTION TO DELOITTE RETENTION (0.7).
MEISLER RE	12/05/05	0.40	ATTENTION TO RESPONSE TO K. BAMBACH RE PROFESSIONAL FEES (0.4).
MEISLER RE	12/06/05	0.10	TELECONFERENCE WITH A. BRILLIANT RE PROFESSIONAL FEES (0.1).
MEISLER RE	12/07/05	0.40	FURTHER ATTENTION TO K. BAMBACH REQUEST RE PROFESSIONAL FEES (0.4).
MEISLER RE	12/08/05	1.00	ATTENTION TO INTERIM COMPENSATION PROCEDURES (1.0).
MEISLER RE	12/14/05	0.50	CONFERENCE WITH J. PAPELIAN RE INQUIRIES RE OCPS (0.5).
MEISLER RE	12/19/05	0.60	ATTENTION TO PROFESSIONAL COMPENSATION INQUIRIES (0.6).
MEISLER RE	12/20/05	0.20	REVIEWED J. PAPELIAN CORRESPONDENCE RE ORDINARY COURSE PROFESSIONALS (0.2).
MEISLER RE	12/21/05	0.60	FOLLOW-UP ON PROFESSIONAL COMPENSATION MATTERS (0.6).
MEISLER RE	12/26/05	0.50	TELECONFERENCE WITH B. KAPLAN RE LEAD PLAINTIFFS' MOTION TO COMPEL DEPOSITIONS IN CONNECTION WITH D&T RETENTION (0.3); ATTENTION TO SAME (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	12/27/05	0.70	REVIEW KCC NOVEMBER FEES (0.7) .
MEISLER RE	12/28/05	0.50	REVIEWED AND COMMENTED ON SCRIPTS RE PROFESSIONAL RETENTIONS IN PREPARATION FOR JAN. 5 HEARING (0.5) .
		7.70	
REESE RG	12/01/05	1.70	MEETING WITH A. FRANKUM AND S. KIHN RE RETENTION MATTERS (0.6); ATTENTION TO PROFESSIONAL PAYMENT ISSUES (0.4); REVIEW OF SUMMARY OF SAME (0.7) .
REESE RG	12/02/05	1.20	REVIEWED ISSUES RE CHART OF PAYMENT OF PROFESSIONALS (0.4); ATTENTION TO ISSUES RE ORDINARY COURSE PROFESSIONAL RETENTIONS (0.8) .
		2.90	
ZALTZMAN H*	12/05/05	4.30	CALL INTO US TRUSTEE RE RETENTIONS; CHANGE/EDIT RETENTIONS ACCORDINGLY; PREPARE 10 DAY NEGATIVE PRESENTMENT LETTERS; PREPARE 5 APPS FOR FILING (4.3) .
ZALTZMAN H*	12/06/05	5.20	DRAFT FIVE 10 DAY PRESENTMENT LETTERS FOR FILING (5.2) .
ZALTZMAN H*	12/07/05	0.90	SPEAK WITH JAECKLE ATTORNEY RE GETTING MORE INFORMATION (0.4); COMPLETE DRAFTING TOUCHES ON CADAWALDER RETENTION APP (0.5) .
ZALTZMAN H*	12/08/05	2.20	START ON NOTICE OF 10 DAY PRESENTMENT DRAFTING OF NEXT BATCH OF RETENTION APPS (2.2) .
ZALTZMAN H*	12/09/05	3.30	ANSWER QUESTIONS FROM R. KISICKI OF JAECKLE AND DISCUSS JAECKLE APP (0.2); COMPLETE FIVE 10 DAY NEGATIVE PRESENTMENTS FOR RETENTION APPS (3.1) .
ZALTZMAN H*	12/12/05	1.60	DISCUSS RETENTIONS BAKER DANIELS AND SEND THEM UPDATED MATERIALS (1.6) .
ZALTZMAN H*	12/13/05	1.80	SETUP COMPARISON CHART OF IP PROFESSIONALS (1.8) .
ZALTZMAN H*	12/19/05	4.10	OCF AFFIDAVIT REVIEW; MAKE CHANGES TO 10 DAY NEGATIVE PRESENTMENT NOTICE; PREPARE CHART COMPARING SERVICES RENDERED IN RETENTION APPS (4.1) .
ZALTZMAN H*	12/20/05	3.70	REVIEW OCF AFFS AND CERTIFICATE OF SERVICE; BEGIN WORK ON BAKER & DANIELS RETENTION APPS (3.7) .
ZALTZMAN H*	12/21/05	1.60	PREPARE RETENTION APPS (1.6) .

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	12/22/05	5.90	OCF AND RETENTION WORK ALL DAY; CALLING AND EMAILING RE AFFIDAVITS AND COMPLIANCE; TALK TO JAECKLE, HOWARD, AND CANTOR RE THEIR PENDING RETENTION APPS (5.9).
ZALTZMAN H*	12/27/05	2.80	OCF AFFIDAVIT COMPLIANCE MATTERS-- PREPARE AFFS AND CERT OF SERVICE AND EMAIL WITH RELEVANT FIRMS (2.8).
ZALTZMAN H*	12/28/05	0.90	SCRIPT FOR INTERIM COMP MOTION (0.4); REVIEW UCC'S OBJECTION TO DELOITTE RETENTION (0.5).
ZALTZMAN H*	12/29/05	2.20	COORDINATE WITH SHEARMAN RE FILING OF THEIR RESPONSES TO THE UCC'S DELOITTE OBJECTION (1.0); VARIOUS OCF INTERACTIONS WITH OUTSIDE LAW FIRMS RE AFFIDAVITS (1.2).
ZALTZMAN H*	12/30/05	0.80	OCF COMPLIANCE (DISCUSS BY PHONE, EMAIL, AND FAX) RE AFFIDAVITS OF ORDINARY COURSE PROFESSIONALS (0.8).
		<b>41.30</b>	
ZIEGLER VE	12/19/05	6.10	WORK ON VARIOUS ORDINARY COURSE AFFIDAVITS (2.3); WORK ON RESEARCH RE ORDINARY COURSE PROFESSIONAL AND INDEMNIFICATION (3.2); TELECONFERENCES WITH J. FRIZLEY RE SAME (0.6).
ZIEGLER VE	12/20/05	3.20	WORK ON RESEARCH RE ORDINARY COURSE PROFESSIONAL AND INDEMNIFICATION (3.2).
ZIEGLER VE	12/23/05	5.50	WORK ON VARIOUS ORDINARY COURSE AFFIDAVITS (2.3); WORK ON RESEARCH RE ORDINARY COURSE PROFESSIONAL AND INDEMNIFICATION (3.2).
ZIEGLER VE	12/29/05	5.00	WORK ON VARIOUS ORDINARY COURSE AFFIDAVITS (1.3); WORK ON RESEARCH RE ORDINARY COURSE PROFESSIONALS THAT NEED TO BE REMOVED FORM EXHIBIT (2.2); TELECONFERENCES WITH K. WELDON AND M. CHAPMAN ORDINARY COURSE PROFESSIONALS (1.5).
		<b>19.80</b>	
<b>Total Associate/Law Clerk</b>		<b>132.20</b>	
SALAZAR AG	12/05/05	0.20	FILE AFFIDAVIT FOR ORDINARY COURSE PROFESSIONAL (0.2).
SALAZAR AG	12/06/05	5.00	FILE AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL (0.1); EDIT, REVISE, PREPARE AND ELECTRONICALLY FILE FIVE RETENTION APPLICATIONS AND RELATED PLEADINGS (4.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	12/07/05	0.40	FILE AFFIDAVITS FOR ORDINARY COURSE PROFESSIONALS (0.4).
SALAZAR AG	12/09/05	0.30	FILE AFFIDAVITS FOR ORDINARY COURSE PROFESSIONALS (0.3).
SALAZAR AG	12/12/05	0.60	PREPARE AND ELECTRONICALLY FILE AFFIDAVITS FOR ORDINARY COURSE PROFESSIONALS (0.6).
SALAZAR AG	12/14/05	0.90	PREPARE AND FILE AFFIDAVIT FOR ORDINARY COURSE PROFESSIONAL (0.1); PREPARE AND ELECTRONICALLY FILE SUPPLEMENTAL DECLARATION FOR THE ROTHSCHILD RETENTION (0.8).
SALAZAR AG	12/15/05	0.60	COMPILE LIST OF RETAINED FIRMS (0.2); FILE AFFIDAVITS OF ORDINARY COURSE PROFESSIONALS (0.4).
SALAZAR AG	12/16/05	0.80	PREPARE AND ELECTRONICALLY FILE AFFIDAVITS OF ORDINARY COURSE PROFESSIONALS (0.8).
SALAZAR AG	12/19/05	0.80	PREPARE AND ELECTRONICALLY FILE AFFIDAVITS OF ORDINARY COURSE PROFESSIONALS (0.8).
SALAZAR AG	12/20/05	0.20	PREPARE AND ELECTRONICALLY FILE AFFIDAVITS OF ORDINARY COURSE PROFESSIONALS (0.2).
SALAZAR AG	12/21/05	0.20	PREPARE AND ELECTRONICALLY FILE AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL (0.2).
SALAZAR AG	12/22/05	0.20	PREPARE AND ELECTRONICALLY FILE AFFIDAVITS OF ORDINARY COURSE PROFESSIONALS (0.2).
		<b>10.20</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	12/05/05	2.10	REVIEW DELPHI OCPS: THOSE THAT HAVE FILED, NOT FILED AND CHECK FOR NEW ONES, UPDATE LIST OF THOSE FILED AND DRAFT LETTER TO OUTSTANDING FIRMS (2.1).
ZSOLDOS AF	12/06/05	2.00	DRAFT LETTER RE AFFIDAVITS OF OCP FOR ATTORNEY REVIEW (2.0).
ZSOLDOS AF	12/07/05	1.30	UPDATE INDEX SHOWING NEWLY FILED AFFIDAVITS OF OCP (0.7); FINALIZE AND SUBMIT LETTER RE OCP AFFIDAVITS TO WP FOR MAIL MERGE WITH ADDRESS OF PROFESSIONALS (0.6).
ZSOLDOS AF	12/08/05	3.20	PRINT 260 LETTERS ON LETTERHEAD RE OCP FOR DISTRIBUTION (0.3); SIGN LETTERS AND PREPARE FOR DISTRIBUTION (2.9).
ZSOLDOS AF	12/20/05	2.70	PRECEDENT RESEARCH RE PROFESSIONALS SUBJECT TO INDEMNIFICATION AGREEMENTS (2.7).
		<b>11.30</b>	
<b>Total Legal Assistant</b>		<b>21.50</b>	
RIVERA M	12/02/05	1.70	ASSEMBLE AFFIDAVITS OF ORDINARY COURSE PROFESSIONAL FOR ATTORNEY REVIEW (1.7).
		<b>1.70</b>	
<b>Total Legal Assistant Support</b>		<b>1.70</b>	
<b>TOTAL TIME</b>		<b><u>174.90</u></b>	

\* Law clerks are law school graduates who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Retention / Fee Matters/Objections (Others)**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	12/02/05	Copy Center, D	0.28
In-house Reproduction	12/09/05	Copy Center, D	0.29
In-house Reproduction	12/23/05	Copy Center, D	0.43
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$1.00</b>
Telephone Expense	12/29/05	Telecommunications, D	4.91
Telephone Expense	12/29/05	Telecommunications, D	7.97
Telephone Expense	12/29/05	Telecommunications, D	1.12
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$14.00</b>
Lexis/Nexis	12/14/05	Curran C	12.48
Lexis/Nexis	12/20/05	Zaltzman H	156.52
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$169.00</b>
		<b>TOTAL MATTER</b>	<b>\$184.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Retention / Fee Matters/Objections (Others)

Bill Date: 02/28/06  
Bill Number: 1108418

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	01/05/06	0.40	REVIEW VARIOUS RETENTIONS INCLUDING LARGE OCP FIRMS AND EVALUATE SECTION 327(E) APPLICATIONS (0.4).
BUTLER, JR. J	01/22/06	0.40	EMAILS FROM/TO R. ROSENBERG RE FEE COMMITTEE PROTOCOL AND WORK ON SAME (0.4).
BUTLER, JR. J	01/23/06	0.30	CONTINUED EMAILS FROM/TO R. ROSENBERG RE FEE COMMITTEE PROTOCOL AND WORK ON SAME (0.3).
BUTLER, JR. J	01/25/06	0.60	REVIEW MEET AND CONFER MATERIALS FOR JANUARY 30TH MEET AND CONFER RE FEE COMMITTEE MOTION (0.6).
BUTLER, JR. J	01/30/06	0.40	CONFERENCE WITH K. MARAFIOTI RE PREPARATION FOR MEET AND CONFER RE FEE COMMITTEE MATTERS (0.2); REVIEW RELATED MATERIALS (0.2).
		<b>2.10</b>	
MARAFIOTI KA	01/12/06	0.50	WORK ON FIRST QUARTERLY STATEMENT RE RETENTION OF OCP PROFESSIONALS (0.5).
MARAFIOTI KA	01/16/06	0.20	CONSIDER NEW ISSUE RAISED BY JONES LANG RETENTION (0.2).
MARAFIOTI KA	01/19/06	0.10	ANALYZE ISSUES RE COMPANY RETENTION OF WATSON WYATT (0.1).
MARAFIOTI KA	01/20/06	0.30	WORK ON ISSUES RETENTION OF CANADIAN LAW FIRM (0.3).
MARAFIOTI KA	01/23/06	0.50	CORRESPONDENCE M. PISCITELLI RE PAYMENT OF FEES UNDER DIP (0.3); CONSIDER WATSON WYATT POSSIBLE RETENTION (0.2).
MARAFIOTI KA	01/24/06	0.10	PREPARE FOR MEETING AND CONFER WITH U.S. TRUSTEE RE FEE COMMITTEE (0.1).
MARAFIOTI KA	01/25/06	0.80	CORRESPONDENCE RE PAYMENT OF FEES UNDER DIP ORDER AND TELECONFERENCE WITH PISCITELLI RE SAME (0.3); PREPARE FOR FEE COMMITTEE MEET AND CONFER (0.5).
MARAFIOTI KA	01/30/06	0.90	PARTICIPATE IN MEET-&-CONFER CONFERENCE WITH D. MARTINI, L. AUSTIN, AND B. ROSENBERG RE MOTION FOR FEE COMMITTEE (0.7); CORRESPONDENCE SUMMARIZING SAME (0.2).

**3.40**

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WEXLER MP	01/16/06	1.20	REVIEW ISSUES RE JLL (0.6) AND FOLLOW UP ON INFORMATION REQUIRED IN CONNECTION THEREWITH (0.6).
WEXLER MP	01/17/06	1.10	REVIEW JLL ISSUES (0.7) AND DISCUSS WITH J. JAFFURS AND J. BEAUDOEN (0.4).
WEXLER MP	01/18/06	3.80	REVIEW ISSUES IN CONNECTION WITH JLL AND DISCUSS WITH J. JAFFURS (0.7); FOLLOW UP TELECONFERENCES WITH M. KAMISCHKE (0.2); FOLLOW UP ON ISSUES RAISED AND STRATEGY FOR DEALING WITH SAME (0.6); TELECONFERENCE WITH M. KAMISCHKE AND J. BEAUDOEN (0.7); REVIEW ISSUES RELATING TO DONATION OF PROPERTY AND CORRESPONDENCE WITH C. HITCHCOCK OF JLL RE SAME (0.7); REVIEW JLL RETENTION APPLICATION AND ORDER IN CONNECTION WITH TELECONFERENCE WITH CLIENT (0.9).
WEXLER MP	01/19/06	2.80	REVIEW JLL RETENTION APPLICATION AND RELATED ORDERS (0.6) IN PREPARATION FOR TELECONFERENCE WITH J. JAFFURS, J. BEAUDOEN AND C. COMERFORD RE JLL ISSUES (0.8); TELECONFERENCE WITH CLIENT AND J. BECKER OF JLL RE SAME (0.6); TELECONFERENCE WITH J. FRANK RE FILING OF AMENDED AFFIDAVIT FOR JLL (0.4) AND FOLLOW UP TELECONFERENCE WITH J. JAFFURS (0.2) AND CORRESPONDENCE RE SAME (0.2).
WEXLER MP	01/25/06	0.30	REVIEW CORRESPONDENCE FROM G. REPP RE JLL AND FOLLOW UP ON ISSUES RELATED THERETO (0.3).
		<b>9.20</b>	
<b>Total Partner</b>		<b>14.70</b>	
MATZ TJ	01/03/06	0.60	WORK ON SUPPLEMENTAL EXHIBIT A TO ORDINARY COURSE PROFESSIONALS ORDER (0.2); WORK ON ORDER, AFFIDAVIT AND FURTHER APPLICATIONS (0.4).
MATZ TJ	01/04/06	0.30	TELECONFERENCES WITH HOWARD & HOWARD AND CANTOR RE RETENTION ORDERS (0.3).
MATZ TJ	01/06/06	0.90	TELECONFERENCE WITH ERNST & YOUNG RE RETENTION AS AUDITORS (0.2); REVIEW ADDITIONAL RETENTION APPLICATION AND QUESTIONS RE SAME (0.7).
MATZ TJ	01/09/06	0.90	WORK ON RETENTION AND PAYMENT OF ORDINARY COURSE PROFESSIONALS MATTERS (0.7); TELECONFERENCE WITH DICKINSON WRIGHT RE SAME (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	01/10/06	2.00	REVIEWING SIX ADDITIONAL RETENTION APPLICATIONS AND SUMMARY CHART FOR U.S. TRUSTEE IN RESPECT THEREOF (1.1); TELECONFERENCE WITH A. LEONHARD RE SAME (0.2); REVIEW AND COMMENT ON AMENDED EXHIBIT OF ORDINARY COURSE PROFESSIONALS AND MEMO RE PAYMENT MECHANICS (0.5); FOLLOW UP WORK RE SAME (0.2).
MATZ TJ	01/11/06	0.70	CONTINUING WORK ON DISCLOSURE SCHEDULE RE ORDINARY COURSE PROFESSIONAL FEES (0.4); FOLLOW UP WORK AND CORRESPONDENCE RE SAME (0.3).
MATZ TJ	01/12/06	0.50	WORKING ON QUARTERLY COMPENSATION DISCLOSURE, CHART (0.3); WORK ON RETENTION OF ADDITIONAL ORDINARY COURSE PROFESSIONALS (0.2).
MATZ TJ	01/13/06	0.90	REVIEW AND COMMENT ON ORDINARY COURSE PROFESSIONALS PAYMENT SCHEDULE (0.3); FOLLOW UP WORK RE RETENTION MATTERS AND ORDINARY COURSE PROFESSIONALS (0.6).
MATZ TJ	01/16/06	0.40	WORK ON ADDITIONAL ORDINARY COURSE PROFESSIONAL RETENTION MATTERS, PAYMENT (0.4).
MATZ TJ	01/17/06	0.80	FOLLOW UP WORK ON DICKENSON WRIGHT AND ERNST & YOUNG ORDINARY COURSE RETENTIONS (0.6); REVIEW AND FINALIZE QUARTERLY ORDINARY COURSE PROFESSIONALS FEE STATEMENTS (0.2).
MATZ TJ	01/19/06	1.00	CONTINUING WORK RE RETENTION OF ERNST & YOUNG AS '06 AUDITORS (0.6); WORK ON MATTER OF WATSON WYATT (0.2); FOLLOW UP RE BLAKE CASSELS (CANADIAN COUNSEL) (0.2).
MATZ TJ	01/20/06	1.20	CONTINUING WORK ON VARIOUS RETENTION APPLICATIONS, INCLUDING DICKINSON & WRIGHT AND BLAKE CASSELS (0.8); AND TELECONFERENCE WITH S. GRUNDY RE BLAKES RETENTION (0.3); REVIEW APPEAL OF DELOITTE & TOUCHE RETENTION ORDER (0.1).
MATZ TJ	01/23/06	1.70	REVIEWING AND COMMENTING ON MATTERS PERTAINING TO DICKENSON, CROWELL, WATSON WYATT AND ERNST & YOUNG RETENTIONS (1.3); FOLLOW UP WORK RE BAKER & DANIELS AND CADWALADER RETENTIONS (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	01/24/06	1.10	REVIEW AND COMMENT ON REVISED NOTICE RE ORDINARY COURSE PROFESSIONALS (0.3); FOLLOW UP AND CORRESPONDENCE RE "MEET AND CONFER" & FEE COMMITTEE (0.4); FOLLOW UP WORK ON RETENTION OF OTHER PROFESSIONALS AND VARIOUS MATTERS IN RESPECT THEREOF (0.4).
MATZ TJ	01/25/06	0.40	CONTINUING WORK ON ADDITIONAL RETENTIONS (0.2); PREPARE LIST FOR FILING OF SAME (0.2).
MATZ TJ	01/27/06	0.50	TELECONFERENCE WITH U.S. TRUSTEE RE SIX PENDING RETENTION APPLICATIONS (0.2); FOLLOW UP TELECONFERENCES RE SAME (0.3).
MATZ TJ	01/29/06	1.10	REVIEW AND REVISE RETENTION APPLICATIONS OF DICKENSON WRIGHT AS INTELLECTUAL PROPERTY COUNSEL (0.7); REVIEW AND REVISE RETENTION APPLICATION OF CROWELL & MORLEY AS ANTITRUST COUNSEL (0.4).
MATZ TJ	01/30/06	1.80	CONTINUING WORK ON ORDINARY COURSE PROFESSIONALS FILINGS AND RETENTION MATTERS (0.4); FOLLOW UP WORK RE DICKENSON AND BLAKES RETENTION MATERIALS (0.3); TELECONFERENCE WITH D. BRUSSO RE FEE APPLICATIONS (0.3); "MEET AND CONFER" WITH D. MARTINI, E. AUSTIN AND B. ROSENBERG RE FEE COMMITTEE (0.8).
		16.80	
<b>Total Counsel</b>		16.80	
DANZ CE	01/16/06	2.00	REVIEW AND EVALUATE JLL ISSUE, REVIEW OF PURCHASE ORDER AND CURRENT AGREEMENT, AND NUMEROUS COMMUNICATIONS RE THE SAME (1.8); COMMUNICATION WITH J. BECKER (0.2).
DANZ CE	01/18/06	1.80	CONTINUED ATTENTION TO THE JONES LANG LASALLE MATTER (0.8); REVIEW OF INTERIM COMPENSATION ORDER (0.4); REVIEW OF RETENTION APPLICATION AND ORDER (0.6).
DANZ CE	01/19/06	2.30	TELECONFERENCE WITH J. JAFFERS, J. BEAUDOEN, J. BECKER AND C. COMERFORD RE JLL AND FURTHER REVIEW OF THE AGREEMENT AND APPLICATION ORDER (1.2); CONFIRMED SERVICE OF JLL MATERIALS (0.4); RESPONDED TO INQUIRIES AND SUPPLIED DOCUMENT TO J. FRANK (COUNSEL TO JLL) (0.7).
DANZ CE	01/24/06	0.30	CONTINUED ATTENTION TO THE JONES LANG LASALLE MATTER (0.3).
		6.40	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	01/03/06	4.90	REVIEWED AND REVISED SEVERAL AFFIDAVITS OF ORDINARY COURSE PROFESSIONALS (3.8); REVIEWED AND REVISED THE LIST OF OCP AND THE NEED TO FILE AN AMENDED OCP EXHIBIT (1.1).
DE ELIZALDE D	01/04/06	3.70	REVIEWED AND REVISED AMENDED OCP LIST (3.7).
DE ELIZALDE D	01/05/06	2.20	COORDINATED FILING OF AFFIDAVITS OF OCP (1.4); ANALYSIS OF PRECEDENTS RE SUPPLEMENTAL DISCLOSURE IN SUPPORT OF SKADDEN APPLICATION FOR EMPLOYMENT (0.8).
DE ELIZALDE D	01/06/06	4.90	SUPERVISED SERVICE OF E&Y RETENTION ORDER (0.5); SUPERVISED FILING OF OCP AFFIDAVITS (0.6); ANALYSIS OF ISSUE WHETHER ATTORNEYS PAID THROUGH INSURANCE CARRIER ARE ORDINARY COURSE PROFESSIONALS (1.1); REVIEWED CHART RE RETAINED PROFESSIONALS (0.5); ANSWERED QUESTION FROM FTI RE WHAT PROFESSIONALS NEEDED TO BE INCLUDED IN THE QUARTERLY REPORT (0.3); REVIEWED AND REVISED MEMO RE PAYMENT TO DIFFERENT CATEGORIES OF PROFESSIONALS, I.E., ORDINARY COURSE, FORMALLY RETAINED, ETC. (1.9).
DE ELIZALDE D	01/09/06	3.60	REPLY TO EMAIL FROM P. GRIFFIN RE QUESTIONS OF A FOREIGN OCP RE PAYMENT OF INVOICES (1.3); TRACKING DOWN RESPONSIBLE PEOPLE AT DELPHI FOR PAYMENT OF INVOICES OF FORMALLY RETAINED PROFESSIONALS (0.9); REVIEWED AND REVISED AMENDED OCP LIST (0.5); INSTRUCTED GOWLINGS AS TO FILING OCP AFFIDAVIT (0.4); TELECONFERENCE WITH M. ROZYCKI RE FILING OF OCP AFFIDAVIT (0.5).
DE ELIZALDE D	01/10/06	4.80	TELECONFERENCE AND EMAIL TO R. FLETCHER (FTI) RE INCLUSION OF PROFESSIONALS IN OCP LIST (0.5); REPLIED TO EMAIL FROM J. WHITSON RE PAYMENT OF PROFESSIONALS (1.4); EMAIL TO M. ROZYCKI RE REQUEST FROM FIRM TO BE TAKEN OUT OF THE OCP LIST (0.6); EMAIL TO DELPHI TO DETERMINE THE PERSON RESPONSIBLE FOR PAYMENT TO DIFFERENT PROFESSIONALS (0.3); EMAIL TO CANTOR COLBURN RE QUESTIONS ON THE INTERIM COMPENSATION ORDER (1.2); EMAIL TO M. ROZYCKI RE DELETION OF HONIGMAN FROM OCP LIST (0.2); EMAIL TO P. GRIFFIN RE OCP AND PAYMENT OF PROFESSIONALS (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	01/11/06	5.90	TELECONFERENCE WITH M. ROZYCKI RE ADDITIONS TO OCP LIST (0.3); REPLIED TO QUESTIONS FROM P. GRIFFIN AND L. MARION RE PAYMENT TO DIFFERENT CATEGORIES OF PROFESSIONALS (1.2); TELECONFERENCES WITH M. ROZYCKI AND B. SPARKS RE PAYMENT OF FOREIGN PROFESSIONALS (0.7); ANALYSIS OF AFFIDAVITS OF OCP FILED AND UPDATE OF CHART REFLECTING OCP AFFIDAVITS (0.6); UPDATED LIST OF OCPS (1.5); TELECONFERENCE WITH OCP IN BRAZIL TO GUIDE THEM THROUGH THE PROCESS OF DRAFTING AND FILING AN AFFIDAVIT (0.8); REVIEWED AND REVISED CHART RE STATUS REPORT FOR OFFICIALLY RETAINED PROFESSIONALS (0.5); TELECONFERENCE WITH J. WHITSON RE AFFIDAVIT OF PWC (0.3).
DE ELIZALDE D	01/12/06	5.60	REVIEWED LATHROP & GAGE INVOICES (0.2); CHECKED FILED OCP AFFIDAVITS (1.5); REVIEWED AFFIDAVIT SENT BY HAMILTON, BROWN AND BABST (0.5); ANALYSIS RE PERSON RESPONSIBLE FOR PAYMENT OF INVOICES OF RETAINED PROFESSIONALS (1.2); UPDATE OF 2002 NOTICE LIST (0.2); EMAIL TO M. KAMISCHKE EXPLAINING PROCEDURES FOR PAYMENT OF PROFESSIONALS (0.4); REVIEWED AND REVISED QUARTERLY REPORT RE OCP PAYMENTS (1.6).
DE ELIZALDE D	01/13/06	5.50	EMAIL TO M. KAMISCHKE RE PAYMENT OF JLL'S FEES (0.3); EMAILS TO K. BAMBACK RE RETENTION OF BLAKE CASSELS (1.3); COORDINATED WITH R. FLETEMAYER (FTI) RE FINALIZING AND FILING OF QUARTERLY STATEMENT OF PAYMENTS MADE TO OCPS (3.9).
DE ELIZALDE D	01/16/06	10.10	UPDATED OCP CHART (0.5); SENT OCP CHART TO COMPANY FOR APPROVAL (0.2); CHECKED FILING OF OCP AFFIDAVITS (0.8); TELECONFERENCE WITH OCPS RE PROCEDURES FOR PAYMENT OF INVOICES AND FILING OF OCP AFFIDAVITS (2.5); REVIEWED AND REVISED QUARTERLY STATEMENT (1.7); TRACKED PAYMENTS MADE TO OCPS AND REQUESTED PAYMENTS BACK TO OCPS THAT HAD NOT COMPLIED WITH THE OCP ORDER (2.9); RETENTION OF DICKINSON (0.9); RETENTION OF BLAKES (0.6).
DE ELIZALDE D	01/17/06	4.10	REVIEWED, REVISED, FINALIZED AND FILED OCP QUARTERLY CHART (2.9); ANALYZED RETENTION OF E&Y A.G. (GERMANY) AS AN OCP (0.4); EMAILED CONTACT AT E&Y A.G. TO INSTRUCT THEM AS TO THE FILING AND SERVING OF AN AFFIDAVIT OF OCP (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	01/18/06	5.90	EMAILED DELPHI TO ASK WHETHER THEY HAD MADE PROGRESS IN TRACKING PAYMENTS MADE TO OCPS (0.5); ANALYSIS OF TRANSCRIPT OF HEARING TO PREPARE E&Y RETENTION APPLICATION (0.7); EMAILED MAYER BROWN RE E&Y RETENTION APPLICATION (0.5); ANALYSIS OF WHETHER WATSON WYATT CONSTITUTES AN OCP (0.7); ISSUE RE BLAKES RETENTION (0.3); UPDATED AMENDED OCP LIST (0.9); SENT AMENDED LIST OF OCP TO DELPHI FOR SIGN OFF (0.4); FILING OF O'NEIL'S OCP AFFIDAVIT (0.4); TELECONFERENCE WITH DELPHI RE PROCESS FOR PAYMENT OF PROFESSIONALS (0.5); DELETED TWO FIRMS FROM OCP LIST AS PER M. PISCITELLI'S INSTRUCTION (0.4); RESPONSE TO OCP RE FILING OF INVOICES (0.6).
DE ELIZALDE D	01/19/06	3.70	ANALYSIS OF E&Y INDIA AS OCP (0.5); UPDATED CHART RE FILED OCP AFFIDAVIT (0.8); RESPONDED TO EMAIL FROM E&Y A.G. RE AFFIDAVIT OF SERVICE (0.4); TELECONFERENCE WITH LAW FIRM BAKER BOTTS RE FILING OF OCP AFFIDAVIT (0.5); ANALYSIS OF MONTHLY STATEMENTS OF RETAINED PROFESSIONALS (1.3); TELECONFERENCE WITH M. PISCITELLI RE INVOICES OF RETAINED PROFESSIONALS (0.2).
DE ELIZALDE D	01/20/06	5.30	TELECONFERENCE WITH SWIFT CURRIE RE FILING OF OCP AFFIDAVIT (0.4); TELECONFERENCE WITH M. PISCITELLI RE RETAINER REQUESTED BY A LAW FIRM (1.3); TELECONFERENCE WITH WILMER RE FILING OF FEES STATEMENT (0.5); TELECONFERENCE WITH GLOBAL QUALITY INSTITUTE RE OCP AFFIDAVIT (0.2); REVIEWED AND REVISED GQI'S OCP AFFIDAVIT (0.4); TELECONFERENCE WITH M. PISCITELLI AND M. HALL FROM DELPHI RE ADDENDUM TO OCP LIST (0.2); REVIEWED AND REVISED OCP LIST (0.5); ANALYSIS OF ISSUE RE BLAKES' RETAINER (1.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	01/23/06	3.80	ANALYSIS OF SERVICES RENDERED BY CONWAY MACKENZIE & DUNLEAVY TO DETERMINE WHETHER THEY SHOULD BE INCLUDED IN THE ORDINARY COURSE PROFESSIONALS LIST (0.2); UPDATED LIST OF ORDINARY COURSE PROFESSIONALS WHO HAVE FILED AFFIDAVITS (0.7); SENT UPDATED LIST OF ORDINARY COURSE PROFESSIONALS WHO HAVE FILED AFFIDAVITS TO DELPHI (0.2); ANALYSIS OF FIRST DRAFT AUDIT ENGAGEMENT AGREEMENT BETWEEN DELPHI AND ERNST & YOUNG (0.9); REVIEWED AND REVISED E&Y RETENTION APPLICATION IN LIGHT OF FIRST DRAFT AUDIT ENGAGEMENT AGREEMENT BETWEEN DELPHI AND ERNST & YOUNG (1.3); TELECONFERENCE WITH DET NORSKE VERITAS RE FILING OF OCP AFFIDAVIT AND EXPLANATION OF "DISINTERESTEDNESS" UNDER THE CODE (0.5).
DE ELIZALDE D	01/24/06	4.20	REVIEWED CANTOR COLBURN MONTHLY FEE STATEMENT (1.2); TELECONFERENCE WITH CANTOR COLBURN RE QUESTIONS RE THEIR FEE STATEMENT (0.5); RETURNED W. COSNOWSKI'S EMAILS RE QUESTIONS ON OCP AFFIDAVITS (0.3); TELECONFERENCE WITH A. MURPHY PATENT SERVICES RE OCP AFFIDAVIT AND SERVICE (0.5); REPLIED TO M. PISCITELLI'S REQUEST TO SEND HER FORMS OF OCP AFFIDAVITS AND CERTIFICATE OF SERVICES (0.3); REVIEWED AND REVISED CADWALADER'S INVOICE (0.5); ANALYSIS OF PRECEDENTS RE FEE APPLICATIONS (0.9).
DE ELIZALDE D	01/25/06	5.10	TELECONFERENCE WITH M. PISCITELLI AND K. BAMBACH TO GO OVER FEE STATEMENTS (1.1); ANALYSIS OF FEE STATEMENTS FROM CANTOR COLBURN, FTI, GROOM, LATHAM, O'MELVENY, ROTHSCHILD, AND SHEARMAN (1.7); REVIEWED AND REVISED LIST OF OCPS (2.3).
DE ELIZALDE D	01/26/06	1.90	REVIEWED CHART RE RETAINED PROFESSIONALS AND THEIR CONTACT PERSON (0.8); REVIEWED AND REVISED LIST OF OCPS (0.3); ANALYZED STATUS OF MCCARTHY TETRAULT LLP AS OCP (0.8).
DE ELIZALDE D	01/27/06	4.40	REVIEWED AND REVISED JLL'S SUPPLEMENTAL AFFIDAVIT (1.1); ADDED DLA PIPER RUDNICK GRAY CARY US LLP AS OCP (0.8); REVIEWED AND REVISED CHART RE TRACKING OF PAYMENTS TO RETAINED PROFESSIONALS (2.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	01/31/06	3.70	DRAFTED EMAIL TO M. PISCITELLI AND J. NOLAN RE PAYMENT OF FORMALLY RETAINED PROFESSIONALS (0.5); TELECONFERENCE WITH GQI AND GOLDBERG SEGALLA LLP RE FILING OF OCP AFFIDAVIT (0.8); ANALYSIS OF INVOICES OF PROFESSIONALS (2.4).
		<b>93.30</b>	
FERN BM	01/09/06	0.50	REVIEWED RESEARCH RE JOINT FEE REVIEW COMMITTEE (0.5).
FERN BM	01/18/06	1.60	DRAFTED SUMMARY RE DELOITTE RETENTION (1.0); FINAL REVISIONS TO DELOITTE SUMMARY (0.6).
		<b>2.10</b>	
HERRIOTT AV	01/04/06	0.50	REVIEW RULES FOR PAYMENT OF PROFESSIONALS (0.3); CONFER WITH K. BAMBACH RE SAME (0.2).
HERRIOTT AV	01/06/06	1.30	ADDRESS QUESTIONS RE PAYMENTS TO PROFESSIONALS (1.3).
HERRIOTT AV	01/10/06	0.30	ADDRESS QUESTIONS RE PROFESSIONAL RETENTION MATTERS (0.3).
HERRIOTT AV	01/12/06	0.10	RESPOND TO PROFESSIONAL RETENTION QUESTION (0.1).
HERRIOTT AV	01/18/06	0.10	RESPOND TO PROFESSIONAL RETENTION QUESTION (0.1).
		<b>2.30</b>	
MEISLER RE	01/04/06	0.10	TELECONFERENCE WITH J. PAPELIAN AND K. BAMBACH (0.1).
MEISLER RE	01/06/06	0.50	REVIEWED KCC FEES (0.5).
MEISLER RE	01/16/06	1.10	CONFERENCE WITH C. DANZ RE JLL RETENTION (0.1); CONFERENCE WITH M. WEXLER AND C. DANZ RE SAME (0.4); REVIEWED PLEADINGS RE SAME (0.3); CONFERENCE WITH K. MARAFIOTI RE JLL (0.3).
MEISLER RE	01/17/06	0.70	CONFERENCE WITH S. CORCORAN RE KPMG RETENTION (0.3); CONFERENCE WITH D. DE ELIZALDE RE STATUS OF ORDINARY COURSE PROFESSIONALS (0.2); ATTENTION TO SAME (0.2).
MEISLER RE	01/22/06	0.70	DRAFT EMAIL TO J. SHEEHAN AND S. CORCORAN RE JUDGE'S COMMENTS RE RETENTION OF PROFESSIONALS (0.7).
MEISLER RE.	01/24/06	0.50	TELECONFERENCE WITH M. PISCATELLI RE PROFESSIONAL COMPENSATION (0.2); REVIEWED LEAD PLAINTIFFS APPEAL RE DELOITTE (0.3).
		<b>3.60</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	01/06/06	0.70	EVALUATE PROFESSIONAL FEE PAYMENT ISSUES (0.7).
REESE RG	01/25/06	0.80	TELECONFERENCE AND FOLLOW UP RE MOBILEARIA PROFESSIONALS (0.8).
		1.50	
ZALTZMAN H*	01/03/06	3.20	ANALYZE CURRENT SITUATION RE BOTH OCP FILINGS AND RETAINED PROFESSIONALS (2.0); RESPOND OCP CALLS AND EMAILS THROUGHOUT DAY (0.5); EMAIL FIVE RETENTION PROFESSIONALS RE THE FINALIZATION OF THEIR ORDER AND DISCUSS PAYMENT WITH THEM (0.7).
ZALTZMAN H*	01/04/06	2.20	DRAFT FAXES TO ALL OCP AFFS MISSING CERTIFICATES OF SERVICE (1.2); REVIEW RECEIVED OCP AFFS FOR FILING (1.0).
ZALTZMAN H*	01/05/06	2.00	OCP COMPLIANCE EMAILS AND CALLS THROUGHOUT DAY RE AFFIDAVITS AND CERTIFICATES OF SERVICE (2.0).
ZALTZMAN H*	01/06/06	2.80	PREPARE OCP FILINGS THROUGHOUT DAY AND COMMUNICATE TO OCPS FILING AFFIDAVITS (2.0); PREPARE RETENTION MATERIALS FOR DELIVERY TO US TRUSTEE (0.4); ANSWER PHONE QUESTIONS FROM OCPS AND RETAINED PROFESSIONALS RE BILLING ISSUES (0.4).
ZALTZMAN H*	01/07/06	4.50	PREPARE OCP FILINGS THROUGHOUT DAY AND COMMUNICATE TO OCPS FILING AFFIDAVITS (4.0); EDIT RETENTION MATERIALS FOR US TRUSTEE (0.2); ANSWER PHONE QUESTIONS FROM OCPS AND RETAINED PROFESSIONALS RE BILLING ISSUES (0.3).
ZALTZMAN H*	01/09/06	0.80	UPDATE OCP RETENTION CHART (0.2); REVIEW TWO OCP AFFIDAVITS FOR FILING (0.4); DISCUSS OCP RETENTION WITH E. KAMINSKI OF WHITE AND WILLIAMS (0.2).
ZALTZMAN H*	01/11/06	1.50	REVIEW EMAIL SENT FROM M. LEONARDOS' OFFICE RE OCP AFFIDAVIT AND CERT OF SERVICE AND SEND RESPONSE AND TELECONFERENCE (0.2); REVIEW AND UPDATE OCP RETENTION CHART (0.2); REVIEW RETAINED PROFESSIONALS MATERIALS AND PREPARE MATERIALS FOR SENDING TO US TRUSTEE (0.2); DRAFT FAX TO K. WELDON RE INTELLECTUAL PROPERTY IP AFFIDAVIT AND CERT OF SERVICE (0.1); RESPOND TO EMAILS FROM PROFESSIONALS RE OCP AFFIDAVIT AND CERT OF SERVICE (0.8).
ZALTZMAN H*	01/12/06	0.30	SPOKE TO K. WALDEN RE FILING OF OCP AFFIDAVIT (0.1); PREPARE FAX TO BAKER AND MCKENZIE RE NEED TO FILE OCP AFF. AND SEND (0.1); REVIEW K. WELDON OCP AFF. AND SENT FOR FILING (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	01/13/06	0.90	REVIEW LUIS LEONARDO'S AFF. AND CERTIFICATE OF SERVICE FOR OCP FILING (0.2); REVIEW P. HEVENER OF BAKER AND MCKENZIE'S OCP AFF. AND CERTIFICATE OF SERVICE (0.5); REVIEW AFF. AND CERTIFICATE OF SERVICE FOR H. EDGAR HOWARD OCP APPLICATION (0.2).
ZALTZMAN H*	01/16/06	2.70	REVIEW RETENTION ISSUES RE WHETHER DELPHI IS STAYING WITH H&H RATHER THAN DICKINSON, INCLUDING EMAILING WITH H&H AND DICKINSON LAWYERS (0.5); PREPARE AND DRAFT OCP AFF AND CERT OF SERVICE EMAIL TO S. GRUNDY AT BLAKES (0.5); REVIEW AND DRAFT RETAINED PROFESSIONALS CHART WITH FEE INFORMATION PROVIDED BY DELPHI (0.5); REVIEW OF BILLING PROCEDURES RE OCP AND RETAINED PROFESSIONALS (0.4); REVIEW RETAINED PROFESSIONALS CHART (0.8).
ZALTZMAN H*	01/17/06	5.00	REVIEW UPDATED OCP LISTS RECEIVED FROM DELPHI AND PREPARE FAXES TO SEND TO OCP'S ON NEW LIST, WHICH INCLUDES OVER 20 NEW OCPS (1.8); BEGIN RETENTION OF BLAKES, INCLUDING SENDING TEMPLATE DOCUMENTS (0.8); RESEARCH RE "DISINTERESTEDNESS" UNDER THE BANKRUPTCY CODE RE JLL, INCLUDING REVIEW OF MESIROW AND JEFFRIES RETENTION APPLICATIONS AND CASE LAW RESEARCH (2.4).
ZALTZMAN H*	01/18/06	6.40	CONTINUE REVIEW OF CASE LAW RE "DISINTERESTEDNESS" OF RETAINED PROFESSIONALS AND PREPARE MEMO/EMAIL (4.4); CONTINUE PREPARATION OF BLAKES' RETENTION MATERIALS INCLUDING RESEARCH INTO BILLING STANDARDS IN THE SOUTHERN DISTRICT (1.2); UPDATE RETAINED PROFESSIONALS CHART WITH NEW FEES/EXPENSES INFORMATION (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	01/19/06	6.20	REVIEW OCP AFF, AND CERTIFICATE OF SERVICE FOR BAKER & MCKENZIE SCP AND FILE (0.2); REVIEW ERNST & YOUNG INDIA OCP ISSUES IN ORDER TO FIGURE OUT WHETHER THE OCP ORDER APPLIES (0.4); CONTINUE REVIEW OF BLAKES' RETENTION ISSUES AND DISCUSS ISSUES WITH AMANDA FROM BLAKES (0.4); DISCUSS THE NEED TO FILE OCP AFFS FOR SOME ENTITIES FROM DIFFERENT COUNTRIES (0.2); DISCUSS RETENTION OF DICKINSON WRIGHT AND RETIREMENT OF HOWARD & HOWARD WITH T. TWOMEY, M. PISCITELLI, AND K. BOMBACK AT DELPHI (0.2); REVIEW UPDATED DELPHI RETENTION CHART AND CONFORM TO REVIEW OF PROFESSIONALS' FEES/EXPENSES INVOICES (2.8); DRAFT CROWELL & MORNINGS RETENTION APPLICATION (1.5); BEGIN DICKINSON WRIGHT OFFICIALLY RETAINED APPLICATION (0.5).
ZALTZMAN H*	01/20/06	7.70	REVIEW OCP AFF AND CERT OF SERVICE OF OSAMUTTOSHINO OF THE YUASA HARA FIRM (0.2); CONTINUED DISCUSSIONS AND REVIEW OF E&Y INDIA OCP STATUS WITH SUJAY PAUL OF E&Y INDIA (0.1); CONTINUE EDITING OF CROWELL & MORING RETENTION APPLICATION, AFFIDAVIT, AND ORDER (2.1); REVIEW CROWELL OF MORING'S ENGAGEMENT AGREEMENT WITH DELPHI (1.4); REVIEW AND EDIT DICKINSON WRIGHT'S RETENTION APPLICATION, AFFIDAVIT, AND ORDER (2.7); RESPOND TO QUESTIONS BY B. MOLLHAGEN OF HOWARD & HOWARD RE BILLING PROCEDURES (0.4); CHANGE ALL UPCOMING NOTICE OF ORDER DOCS FROM 10-DAY TO 20-DAY NEGATIVE PRESENTMENT (0.8).
ZALTZMAN H*	01/23/06	0.70	PREPARE CROWELL AND DICKINSON RETENTION MATERIALS FOR REVIEW (0.4); DRAFT GOODMAN OCP FAX TO INFORM OF NEED FOR CERT OF SERVICE (0.1); SPOKE TO B. MOLLHAGGEN OF H&H RE BILLING PROCEDURES AND HOW TO SUBMIT BILLS (0.1); DISCUSS RETENTION APPLICATION STATUS WITH R. KISICKI OF JAECKLE (0.1).
ZALTZMAN H*	01/24/06	1.20	DRAFT LETTER TO RETAINED PROFESSIONALS RE HOW TO SUBMIT INVOICES AND DISCUSS WITH M. PISCITELLI AT DELPHI (0.5); REVIEW AFF. AND CERT. OF SERVICE OF KIM & CHAN LAW FIRM (0.2); REVIEW L.C. BEGIN OCP AFF. AND DRAFT FAX TO REQUEST CERT. OF SERVICE (0.4); REVIEW RETAINED PROFESSIONAL INVOICES FOR CHART UPDATE (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	01/25/06	0.50	REVIEW RETAINED PROFESSIONALS CHART (0.5).
ZALTZMAN H*	01/26/06	1.80	REVIEW OCP APPLICATIONS FROM GOWLINGS & GWINN ROBY LLP (0.2); REVIEW J. ARTZ'S AFF AND CERT OF SERVICE FOR FILING (0.2); REVIEW ALL RETENTION MATERIAL IN PREPARATION FOR MY ABSENCE NEXT WEEK (1.2); SPEAK WITH M. NAFT OF COVINGTON RE THEIR APPLICATION (0.1); DISCUSS STATUS OF DICKINSON RETENTION APPLICATION WITH E. HOWBERT OF DICKINSON (0.1).
ZALTZMAN H*	01/27/06	0.60	REVIEW OCP AFF OF HARRIS BENCH (0.1); REVIEW RETAINED PROFESSIONALS FEE CHART (0.2); PREPARE COPIES OF DICKINSON AND CROWELL RETENTION APPS FOR REVIEW (0.2); SPEAK WITH HARRIS BEACH ATTORNEY RE THEIR OCP APPLICATION (0.1).
ZALTZMAN H*	01/28/06	0.40	DISCUSS RETENTION ISSUES WITH C. HULL OF CCH CO. AND DRAFT EMAIL RE STATUS OF TALKS (0.4).
ZALTZMAN H*	01/29/06	1.50	WORK ON PRESENTATION RE RETAINED PROFESSIONALS IN PREPARATION FOR UNSECURED CREDITORS COMMITTEE MEETING (1.5).
ZALTZMAN H*	01/30/06	6.40	FINISH WORK ON PRESENTATION RE PROFESSIONALS FOR THE UPCOMING CREDITOR'S MEETING (2.7); CONTINUE DRAFTING/EDITING CROWELL & MORING RETENTION MATERIALS (1.2); DRAFT EMAILS TO TOGENT GROOM, O'MELVENY, AND CANTOR RE OBJECTIONS FOR FEES (0.4); COLLECT EMAIL ADDRESSES FOR ALL RETAINED PROFESSIONALS AND DRAFT EMAIL MESSAGE TO SEND TO ALL PROFESSIONALS RE STANDARDIZED FEE/EXPENSE SUBMISSION PROCEDURES (1.0); CONTINUE DRAFTING/UPDATING DICKINSON WRIGHT RETENTION APPLICATION MATERIALS (1.0); CHECK TO SEE IF MILLISCHER AFFIDAVIT IS ALREADY FILED AGAINST OTHER B&M AFFS (0.1).
		59.30	
<b>Total Associate/Law Clerk</b>		168.50	
SALAZAR AG	01/03/06	5.10	PREPARE AND ELECTRONICALLY FILE AFFIDAVITS OF ORDINARY COURSE PROFESSIONALS (1.4); REVIEW DOCKET FOR ORDINARY COURSE PROFESSIONAL AFFIDAVITS FILED (0.9); NOTIFY KCC FOR SERVICE OF RETENTION ORDERS (0.2); REVIEW ALL ORDINARY COURSE PROFESSIONALS AND CREATE CHART OF AFFIDAVITS FILED (2.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	01/04/06	0.70	PREPARE AND ELECTRONICALLY FILE AFFIDAVITS FOR ORDINARY COURSE PROFESSIONALS (0.7) .
SALAZAR AG	01/06/06	1.30	FILE AFFIDAVITS OF ORDINARY COURSE PROFESSIONALS (0.8); UPDATE OCP CHART WITH ALL FILED AFFIDAVITS (0.5) .
SALAZAR AG	01/09/06	0.50	PREPARE AND ELECTRONICALLY FILE AFFIDAVITS OF ORDINARY COURSE PROFESSIONALS (0.5) .
SALAZAR AG	01/10/06	1.10	PREPARE AND ELECTRONICALLY FILE AFFIDAVITS OF ORDINARY COURSE PROFESSIONALS (1.1) .
SALAZAR AG	01/11/06	0.40	PREPARE AND ELECTRONICALLY FILE AFFIDAVITS OF ORDINARY COURSE PROFESSIONALS (0.4) .
SALAZAR AG	01/12/06	0.30	PREPARE AND ELECTRONICALLY FILE AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL (0.3) .
SALAZAR AG	01/13/06	1.20	REVIEW AFFIDAVITS OF ORDINARY COURSE PROFESSIONAL AND PREPARE AND ELECTRONICALLY FILE (1.2) .
SALAZAR AG	01/16/06	1.10	REVIEW AFFIDAVITS OF OCP AND UPDATE CHART (0.8); PREPARE AND ELECTRONICALLY FILE AFFIDAVIT OF OCP (0.3) .
SALAZAR AG	01/17/06	1.40	PREPARE AND ELECTRONICALLY FILE NOTICE AND OCP REPORT (1.1); REVIEW AFFIDAVITS FOR OCP RECEIVED AND UPDATE CHARTS (0.3) .
SALAZAR AG	01/18/06	0.20	PREPARE AND FILE AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL (0.2) .
SALAZAR AG	01/19/06	0.90	PREPARE AND ELECTRONICALLY FILE AFFIDAVIT OF ORDINARY COURSE PROFESSIONALS (0.3); ORGANIZE AFFIDAVITS OF ORDINARY COURSE PROFESSIONALS AND UPDATE CHART (0.6) .
SALAZAR AG	01/20/06	0.40	PREPARE AND ELECTRONICALLY FILE CERTIFICATE OF SERVICE FOR AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL (0.4) .
SALAZAR AG	01/23/06	0.20	PREPARE AND ELECTRONICALLY FILE AFFIDAVITS OF OCP (0.2) .
SALAZAR AG	01/24/06	0.60	PREPARE AND ELECTRONICALLY FILE AFFIDAVIT OF OCP (0.6) .
SALAZAR AG	01/25/06	0.30	PREPARE AND ELECTRONICALLY FILE AFFIDAVIT OF OCP (0.3) .

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	01/26/06	0.50	PREPARE AND ELECTRONICALLY FILE OCP AFFIDAVIT (0.5).
		<b>16.20</b>	
ZSOLDOS AF	01/09/06	1.30	UPDATE STATUS CHART OF RETENTIONS AND INVOICES RECEIVED AND WHEN RETAINED (1.3).
ZSOLDOS AF	01/12/06	0.30	UPDATE CHART OF OFFICIALLY RETAINED PROFESSIONALS (0.3).
ZSOLDOS AF	01/16/06	5.10	UPDATE CHART OF FEE APPLICATIONS OF OFFICIALLY RETAINED PROFESSIONALS (5.1).
ZSOLDOS AF	01/17/06	0.50	CHECK COMPANY LIST VERSUS OUR LIST OF OFFICIALLY RETAINED PROFESSIONALS (0.2); UPDATE CHART OF OFFICIALLY RETAINED PROFESSIONALS (0.3).
ZSOLDOS AF	01/18/06	0.80	VARIOUS RESEARCH ON PROFESSIONAL RETENTION (0.8).
ZSOLDOS AF	01/19/06	1.50	REVIEW INVOICES OF PROFESSIONALS BEFORE FINALIZING CHART AND SEND TO COMPANY (1.2); UPDATE RETENTION CHART (0.3).
ZSOLDOS AF	01/20/06	0.40	CHECK NOVEMBER 29, 2005 HEARING TRANSCRIPT FOR LANGUAGE RE FORMALLY RETAINED PROFESSIONALS (0.4).
ZSOLDOS AF	01/24/06	2.20	UPDATE PROFESSIONALS LIST AND ORGANIZE INVOICES OF EXPENSES AND FEES (1.1); TELECONFERENCE RE CANTOR COLBURN INVOICE (0.3); REVIEW CHANGES TO INVOICES WITH ATTORNEY (0.8).
ZSOLDOS AF	01/25/06	1.20	RETENTION MATTERS: REVIEW INVOICES WITH ATTORNEY, MAKE CHANGES ON CHART, CONFIRM FEE STATEMENT SUBMISSIONS VS. INVOICE SUBMISSIONS (1.2).
ZSOLDOS AF	01/26/06	0.30	PRINT NEWEST PROFESSIONALS INVOICES AND UPDATE INFORMATION ON CHART (0.3).
ZSOLDOS AF	01/30/06	0.70	COMPILE LIST OF EMAILS OF FIRMS THAT SENT INVOICES FOR LETTER RE PROPER PROCEDURES FOR SUBMITTING FEE APPLICATIONS (0.7).
ZSOLDOS AF	01/31/06	0.90	UPDATE FEE APPLICATIONS CHART WITH DECEMBER INVOICES (0.9).
		<b>15.20</b>	
<b>Total Legal Assistant</b>		<b>31.40</b>	
<b>TOTAL TIME</b>		<b><u>231.40</u></b>	

\* Law clerks are law school graduates who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Retention / Fee Matters/Objections (Others)**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	01/03/06	Copy Center, D	240.00
In-house Reproduction	01/06/06	Copy Center, D	0.40
In-house Reproduction	01/10/06	Copy Center, D	65.10
In-house Reproduction	01/13/06	Copy Center, D	17.50
In-house Reproduction	01/24/06	Copy Center, D	7.10
In-house Reproduction	01/27/06	Copy Center, D	1.90
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$332.00</b>
Telephone Expense	01/27/06	Telecommunications, D	13.09
Telephone Expense	01/27/06	Telecommunications, D	15.20
Telephone Expense	01/27/06	Telecommunications, D	0.71
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$29.00</b>
Lexis/Nexis	01/17/06	Zaltzman H	117.84
Lexis/Nexis	01/18/06	Zaltzman H	229.16
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$347.00</b>
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	46.41
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	5.59
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$52.00</b>
Messengers/ Courier	01/11/06	Dist Serv/Mail/Page, D	12.00
Messengers/ Courier	01/11/06	Dist Serv/Mail/Page, D	12.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$24.00</b>
Out-of-Town Meals	01/30/06	Zaltzman H	18.00
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$18.00</b>
		<b>TOTAL MATTER</b>	<b>\$802.00</b>

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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-9  
GENERAL CORPORATE ADVICE  
590.5 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**General Corporate Advice**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/10/05	6.80	PREPARE FOR (0.8) AND ATTEND (5.8) EDITORIAL BRIEFING SESSIONS IN NEW YORK CITY WITH S. MILLER, M. SITRICK AND B. ADRIAN; REVIEW MINUTES FOR OCTOBER 8TH BOARD OF DIRECTORS MEETING (0.2).
BUTLER, JR. J	10/11/05	0.30	REVIEW AND REVISE PRESS RELEASE (0.3).
BUTLER, JR. J	10/12/05	4.10	PREPARE FOR (0.3) AND PARTICIPATE IN (1.4) BOARD OF DIRECTORS TELECONFERENCE MEETING AT COMPANY IN TROY; PREPARE FOR (0.4) AND PARTICIPATE IN (1.0) MEDIA PRESS CONFERENCE AT COMPANY IN TROY; REVIEW AND REVISE PRESS RELEASE (0.6); REVIEW RESOLUTIONS ETC. RE ADDITIONAL FILING SUBSIDIARIES (0.4).
BUTLER, JR. J	10/23/05	0.40	REVIEW AND REVISE WEEKLY READER TO BOARD (0.3); EMAILS FROM/TO S. MILLER RE SAME (0.1).
BUTLER, JR. J	10/27/05	0.30	REVIEW AND REVISE DRAFT PRESS RELEASE (0.3).
BUTLER, JR. J	10/30/05	0.60	REVIEW AND REVISE WEEKLY READER TO BOARD (0.4); EMAILS FROM/TO S. MILLER RE SAME (0.2).
BUTLER, JR. J	11/02/05	0.50	REVIEW MINUTES OF OCTOBER 12TH BOARD MEETING (0.2); REVIEW AND FOLLOW-UP ON DRAFT PRESS STATEMENT (0.3).
BUTLER, JR. J	11/06/05	1.10	REVIEW AND REVISE WEEKLY READER FOR BOARD OF DIRECTORS (0.5); EMAILS FROM/TO S. MILLER (0.1); EMAIL FROM K. HEALY RE Q3 EARNINGS RELEASE (0.1); REVIEW RELEASE AND RELATED MATERIALS (0.4).
BUTLER, JR. J	11/07/05	0.80	CONTINUE TO REVIEW AND COMMENT ON Q3 FORM 10Q AND EARNINGS RELEASE MATERIALS (0.6); REVIEW AND COMMENT ON S. MILLER VOICEMAIL SCRIPT (0.2).
BUTLER, JR. J	11/16/05	2.70	PREPARE FOR (0.4) AND PARTICIPATE IN (2.3) BOARD OF DIRECTORS TELECONFERENCE MEETING.
BUTLER, JR. J	11/23/05	0.40	REVIEW DRAFT PRESS RELEASE AND COMMUNICATIONS PACKAGE RE BUSINESS PLAN ANNOUNCEMENT (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	11/30/05	0.30	BEGIN TO PREPARE FOR DECEMBER 7TH BOARD OF DIRECTORS MEETING IN TROY (0.3).
		<b>18.30</b>	
COCHRAN EL	10/08/05	2.10	REVIEW AND COMMENT ON PRESS MATERIAL RE FILING (2.1).
COCHRAN EL	10/10/05	2.90	PARTICIPATED IN TELECONFERENCES WITH THE NYSE (0.9); REVIEW NYSE ISSUES WITH J. SHEEHAN (0.7); REVIEW 8-K ISSUES AND REDRAFT (1.3).
COCHRAN EL	10/11/05	3.70	REVIEW ISSUES RELATING TO SUSPENSION OF STOCK/BONDS FOR NYSE (2.3); REVIEW 8-K (1.4).
COCHRAN EL	10/12/05	4.50	PREPARED FOR BOARD MEETING (0.7); PARTICIPATED IN BOARD MEETING (1.1); REVIEW REVISED INVESTOR Q&AS (0.6); REVIEW REGULATION FD ISSUE RE PRESS CONFERENCE (1.1); MONITORED PRESS CONFERENCE (1.0).
COCHRAN EL	10/13/05	3.10	REVIEW MILLER SPEECH (0.4); REVIEW EMPLOYEE Q&A (0.5); PREPARED RESOLUTION FOR ADDITIONAL ENTITY FILING (0.9); REVIEW 8-K ISSUES (1.3).
COCHRAN EL	10/14/05	3.60	REVIEW OCTOBER KEY MESSAGES STATEMENT (0.7); PREPARED DELPHI BOARD ACTION RE MOBILEARIA (1.6); REVIEW 8-K ISSUES RE DIP AND PENSION PLAN (1.3).
COCHRAN EL	10/17/05	1.30	REVIEW AND COMMENT ON KEY MESSAGES (0.8); REVIEW BENEFIT CHANGES RE 8-K (0.5).
COCHRAN EL	10/18/05	1.90	REVIEW 8-KS (1.9).
COCHRAN EL	10/21/05	3.00	REVIEW Q&A FOR SALES FORCE (1.7); REVIEW S. MILLER VMAIL SCRIPT (0.6); REVIEW 10Q (0.7).
COCHRAN EL	10/24/05	2.40	REVIEW 10Q DRAFT (2.4).
COCHRAN EL	10/25/05	3.40	REVIEW DRAFT 10Q AND PROVIDED OUTLINE FOR COMMENTS (3.4).
COCHRAN EL	10/26/05	2.80	REVIEW AND COMMENT ON DRAFT 10Q (2.8).
COCHRAN EL	10/28/05	2.10	REVIEW 10Q COMMENTS (2.1).
COCHRAN EL	10/31/05	4.00	REVIEW 10Q DRAFT (2.9); REVIEW 8-K DRAFT (1.1).
COCHRAN EL	11/01/05	2.30	REVIEW 10Q RE-DRAFT FROM COMPANY (2.3).
COCHRAN EL	11/02/05	2.50	REVIEW 10Q AND COMMENT ON SECTIONS (2.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

COCHRAN EL	11/03/05	2.30	REVIEW ISSUES IN ADVANCE OF MEETING RELATING TO DISCLOSURE, CLAIMS TRADING; ENVIRONMENTAL MATTER (0.6); REVIEW 10Q COMMENTS AND QUESTIONS FROM COMPANY (1.7).
COCHRAN EL	11/04/05	1.10	RESPONDED TO 10 Q QUESTION FROM CLIENT (1.1).
COCHRAN EL	11/07/05	3.10	REVIEW DRAFT 10Q PREPARED BY COMPANY (3.1).
COCHRAN EL	11/08/05	2.50	TELECONFERENCES WITH M. LOEB RE 10Q AND REVIEW OF ISSUES (2.5).
COCHRAN EL	11/11/05	1.50	REVIEWED AND COMMENTED ON KEY MESSAGES (1.5).
COCHRAN EL	11/16/05	5.20	PARTICIPATED IN BOARD MEETING (1.7); REVIEW ISSUES (1.4); MEETING WITH CLIENT RE STRATEGIC ISSUES (2.1).
COCHRAN EL	11/17/05	2.30	PARTICIPATED IN MEETING WITH CLIENT IN STRATEGY MATTERS (2.3).
COCHRAN EL	11/21/05	1.80	REVIEW DISCLOSURE ISSUES RE BUSINESS PLAN ANNOUNCEMENT (1.4); TELECONFERENCES WITH M. LOEB RE SEC ISSUES (0.4).
COCHRAN EL	11/28/05	0.40	REVIEW SEC ISSUES RE 8-KS (0.4).
COCHRAN EL	11/30/05	2.40	REVIEW AND COMMENT ON D&O PRESENTATION (2.4).
		<b>68.20</b>	
FRISHMAN LD	10/19/05	0.40	REVIEW AND GIVE COMMENTS ON DRAFT 8-K RE DIP (0.4).
FRISHMAN LD	10/20/05	0.20	REVIEW CHANGES TO DRAFT 8-K (0.2).
FRISHMAN LD	10/24/05	1.20	REVIEW DRAFT OF 10Q FOR THIRD QUARTER (1.2).
FRISHMAN LD	10/28/05	0.40	ADVICE TO P. LOZANO RE 8-K INTEREST (0.4).
FRISHMAN LD	10/31/05	1.10	REVIEW AND GIVE COMMENTS ON DRAFT 8-K RE FINAL DIP ORDER (1.1).
FRISHMAN LD	11/01/05	1.90	REVIEW AND GIVE COMMENTS ON FINANCING PORTIONS OF DRAFT 10Q (1.9).
FRISHMAN LD	11/18/05	0.50	REVIEW AND REVISE DRAFT 8-K LANGUAGE RE PENDING RESTATEMENT OF DIP (0.5).
		<b>5.70</b>	
LEFF NM	10/10/05	1.20	REVIEW AND REVISE 8K (0.9); TELECONFERENCE WITH M. LOEB RE SAME (.3).
LEFF NM	10/11/05	0.60	REVIEW REVISED 8-K FILING (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

LEFF NM	10/12/05	1.00	REVIEW PROPOSED MATERIALS TO PLAN PARTICIPANT'S RE COMPANY STOCK FUND (1.0).
LEFF NM	10/17/05	0.20	REVIEW OF 8K (0.2).
LEFF NM	10/25/05	0.40	CONFERENCE WITH J. MULLIN RE PREPARATION OF EMPLOYMENT AND SEVERANCE FORM 8-K (0.4).
LEFF NM	10/27/05	1.20	REVIEW EMPLOYMENT FORM 8-K (1.2).
LEFF NM	11/05/05	0.80	REVIEW LATEST DRAFT OF FORM 10-K (0.8).
LEFF NM	11/07/05	0.40	REVIEW REVISED 10K (0.4).
		<b>5.80</b>	
MARAFIOTI KA	10/10/05	0.30	ANALYZE INQUIRIES RE TOPRS STATUS (0.3).
MARAFIOTI KA	10/14/05	2.20	ANALYZE POTENTIAL MOBILEARIA FILING (1.1); WORK ON ISSUES RE BANK CONSENT TO DELPHI RECEIVABLES FILING (0.1); REVIEW PETITIONS, CORPORATE AUTHORIZATION, AND BANK CONSENT RE MOBILEARIA, FURAKAWA, AND DELPHI RECEIVABLES (1.0).
MARAFIOTI KA	10/28/05	2.20	REVIEWED REVISED DRAFT 10Q (2.2).
MARAFIOTI KA	10/31/05	0.60	REVIEW AND REVISE 10Q (0.6).
MARAFIOTI KA	11/07/05	0.20	WORK RE 10Q (0.1); WORK ON ISSUES RE TOPRS (0.1).
MARAFIOTI KA	11/15/05	0.20	TELECONFERENCE FROM R. STARK RE TOPRS (0.2).
MARAFIOTI KA	11/18/05	0.20	ANALYZE TOPRS ISSUES (0.2).
		<b>5.90</b>	
<b>Total Partner</b>		<b>103.90</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

GIBSON ML	10/09/05	0.60	TELECONFERENCES AND CORRESPONDENCE RE PREPARATION FOR FILING FURUKAWA AND MOBILEARIA SUBSIDIARIES (0.3); REVIEWED AND DISTRIBUTED NEW DRAFT OF FORM 8-K (0.3).
GIBSON ML	10/10/05	5.50	REVISED 8-K AND REVIEWED ADDITIONAL DRAFTS OF SAME (0.6); MULTIPLE TELECONFERENCES RE NYSE MATTERS AND RELATED RESEARCH (0.6); RESEARCH RE FILING BY FURUKAWA AND MOBILEANA SUBS (0.5), REVIEWED AND REVISED CONSENTS/NOTICES FOR SUB FILINGS (1.8); DRAFTED SUMMARY FOR CLIENT (0.2); MULTIPLE TELECONFERENCES WITH CLIENT AND SHEARMAN RE SAME (0.2); MEETING WITH P. LOZANO RE COMMUNICATIONS AND SUBSIDIARY ISSUES (0.5); DISCUSSIONS AND CORRESPONDENCE WITH CLIENT AND INTERNAL TEAM RE PREFERRED STOCK ISSUES (1.0); REVISED INVESTOR Q&A FOR PREFERRED STOCK MATTERS (0.4).
GIBSON ML	10/11/05	3.20	MULTIPLE TELECONFERENCES/DISCUSSIONS/CORRESPONDENCE WITH WORKING GROUP RE SUBSIDIARY FILING ISSUES (0.4); DELISTING ISSUES AND FORM 8-K (0.3); REVIEWED NYSE (0.2) AND SEC MATERIALS RE DELISTING (0.8); DRAFTED PARENT BOARD RESOLUTIONS FOR FILING (1.3); DISCUSSIONS RE COMMUNICATIONS ISSUES (0.2).
GIBSON ML	11/07/05	0.20	REVIEWED CORRESPONDENCE RE TRUST PREFERRED ISSUE (0.2).
GIBSON ML	11/17/05	1.40	REVIEWED CREDITORS COMMITTEE MATERIALS (0.3); CALLS/CORRESPONDENCE RE 8-K ISSUES (1.1).
GIBSON ML	11/18/05	0.50	TELECONFERENCES RE AGENDA MATTERS FOR MEETING PREPARATION (0.1); REVIEWED AND COMMENTED ON DRAFT 8-K LANGUAGE (0.4).
GIBSON ML	11/21/05	0.40	REVIEWED AND COMMENTED ON AGREEMENT FOR PBR (0.4).
GIBSON ML	11/22/05	0.40	REVIEWED KEY MESSAGES (0.2); REVIEW VERSION OF CONFIDENTIALITY AGREEMENT FOR PBR AND REVISED (0.2).
		<b>12.20</b>	
HUR J	10/10/05	1.50	RESEARCH 8-KS AND PRESS RELEASES RE DELISTING FROM NYSE AND REPORT FINDINGS (1.0); RESEARCH DE CORPORATIONS LAW (0.5).
HUR J	10/11/05	2.70	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.7); RESEARCH FILINGS RE ITEM 3.01 AND REPORT FINDINGS (2.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HUR J	10/12/05	2.50	REVIEW PRESS MATERIALS AND UPDATE BINDER (2.5).
HUR J	10/13/05	3.50	REVIEW PRESS MATERIALS AND ANALYST REPORTS FOR BINDER UPDATE (0.5); RESEARCH ORGANIZATIONAL DOCUMENTS OF SUBSIDIARIES (3.0).
HUR J	10/14/05	3.20	REVIEW PRESS MATERIALS AND ANALYST REPORTS AND UPDATE BINDER (0.4); REVIEW SEC FILINGS OF OTHER FILERS UNDER BANKRUPTCY PROTECTION (2.0); RESEARCH PREVIOUS SEC DISCLOSURES MADE BY CLIENT (0.8).
HUR J	10/17/05	1.90	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.3); RESEARCH CERTAIN DISCLOSURE ITEMS ON 8-K REPORTS AND REPORT FINDINGS (1.6).
HUR J	10/18/05	0.30	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.3).
HUR J	10/19/05	4.20	WORK ON EXHIBITS TO 8-K REPORT (3.8); REVIEW PRESS MATERIALS AND UPDATE BINDER (0.4).
HUR J	10/20/05	0.70	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.7).
HUR J	10/21/05	3.20	RESEARCH QUARTERLY REPORT PRECEDENTS FOR BANKRUPTCY FILERS (2.5); PUT TOGETHER BINDER OF RELEVANT PRECEDENTS (0.3); REVIEW PRESS MATERIALS AND UPDATE BINDER (0.4).
HUR J	10/24/05	7.70	RESEARCH AND SUMMARIZE FINDINGS ON QUARTERLY REPORT PRECEDENTS FOR BANKRUPTCY FILERS (2.8); RESEARCH DISCLOSURE ITEMS ON FORM 10Q (1.9); REVIEW PRESS MATERIALS AND UPDATE BINDER (1.1); RESEARCH FORWARD LOOKING STATEMENTS LEGENDS ON QUARTERLY REPORT (1.5); UPDATE FORWARD-LOOKING STATEMENTS LEGEND FOR 10Q (0.4).
HUR J	10/25/05	12.30	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.4); WORK ON DRAFT 10Q (11.9).
HUR J	10/26/05	9.30	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.4) WORK ON DRAFT 10Q (8.9).
HUR J	10/27/05	0.30	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.3).
HUR J	10/28/05	8.00	REVIEW PRESS MATERIALS AND ANALYST REPORTS AND UPDATE BINDER (1.0); WORK ON REVISED DRAFT 10Q (4.3); REVIEW DRAFT 8-K (0.8); RESEARCH PRECEDENT SEC FILINGS BY FILERS IN BANKRUPTCY (1.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HUR J	10/29/05	1.80	RESEARCH 8-K PRECEDENTS BY BANKRUPTCY FILERS AND REPORT RESULTS (1.8).
HUR J	10/31/05	7.10	REVIEW PRESS MATERIALS AND UPDATE BINDER (1.0); RESEARCH PUBLIC STATEMENTS MADE BY DELPHI (1.4); REVIEW DRAFT 8-K (0.3); REVIEW CURRENT DRAFT 10Q (0.7); WORK ON ADDITIONAL COMMENTS TO 10Q (1.8); INCORPORATE COMMENTS TO CURRENT DRAFT OF 10Q (1.9).
HUR J	11/01/05	9.40	REVIEW AND REVISE DRAFT 10Q (6.6); INCORPORATE COMMENTS (2.8).
HUR J	11/02/05	8.10	WORK ON FINALIZING SKADDEN'S COMMENTS TO DRAFT 10Q (7.6); REVIEW PRESS MATERIALS AND UPDATE BINDER (0.5).
HUR J	11/03/05	1.90	WORK ON ANSWERING FOLLOW-UP QUESTIONS TO DRAFT 10Q (1.0); REVIEW STATEMENTS LIST IN BINDER FOR DISCLOSURES RE QUESTIONS IN Q&A (0.3); REVIEW PRESS MATERIALS AND UPDATE BINDER (0.6).
HUR J	11/04/05	1.70	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.6); REVIEW AND CIRCULATE REVISED DRAFT OF 10Q (1.1).
HUR J	11/05/05	2.10	REVIEW REVISED 10Q (0.3); RESEARCH PRECEDENT RE 10Q DISCLOSURE ITEM (0.7) PERFORM A 10Q RULES CHECK (1.1).
HUR J	11/06/05	0.20	REVIEW REVISED DRAFT 10Q (0.1) CIRCULATE REVISED DRAFT (0.1).
HUR J	11/07/05	5.70	RESEARCH PRECEDENTS OF 10QS BY BANKRUPTCY FILERS (3.0); COORDINATE INTERNAL COMMENTS TO REVISED 10Q (0.8) PREPARE COMPREHENSIVE MARKUP FOR DELPHI (1.9).
HUR J	11/08/05	0.40	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.4).
HUR J	11/14/05	1.50	REVIEW PRESS MATERIALS AND UPDATE BINDER (1.5).
HUR J	11/15/05	0.60	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.6).
HUR J	11/16/05	0.40	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.4).
HUR J	11/17/05	0.30	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.3).
HUR J	11/18/05	0.60	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.6).
HUR J	11/21/05	0.90	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HUR J	11/22/05	0.50	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.5).
HUR J	11/23/05	0.60	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.6).
<b>105.10</b>			
LOZANO P	10/10/05	1.30	REVIEW DISCLOSURE AND PUBLIC MATERIALS (1.3).
LOZANO P	10/11/05	3.70	REVIEW DOCUMENTS IN CONNECTION WITH THREE SUBSIDIARIES NOT INCLUDED IN INITIAL CHAPTER 11 FILINGS (1.8); ADDRESS GENERAL CORPORATE PROCESS QUESTIONS FROM IN-HOUSE COUNSEL (1.9).
LOZANO P	10/12/05	2.80	ASSISTANCE IN CONNECTION WITH BOARD MEETING AND MEDIA TELECONFERENCE (2.8).
LOZANO P	10/13/05	4.70	REVIEW AND DRAFT LANGUAGE ON PUBLIC FILINGS AND RESEARCH ON REQUIRED DISCLOSURE (3.8); REVIEW PUBLIC COMMUNICATIONS (0.9).
LOZANO P	10/14/05	8.70	REVIEW, DISCUSS AND DRAFT DOCUMENTS IN CONNECTION WITH SUBSEQUENT FILERS (6.5); REVIEW AND RESEARCH IN CONNECTION WITH PUBLIC FILINGS; REVIEW DOCUMENTS TO BE FILED (2.2).
LOZANO P	10/17/05	7.20	REVIEW CORPORATE STRUCTURE AND SUBSIDIARY STATUS (1.5); REVIEW AND PLAN PUBLIC DISCLOSURE (3.8); REVIEW PUBLICLY AVAILABLE INFORMATION (1.4) AND COMMUNICATE FINDINGS TO CLIENTS (M. LOEB, P. BRUSATE) (0.5).
LOZANO P	10/18/05	3.70	REVIEWING AND DRAFTING DISCLOSURE ON CREDITORS MEETING AND RELATED RESEARCH (3.7).
LOZANO P	10/19/05	8.20	DRAFT, REVIEW AND DISCUSS DISCLOSURE RELATED TO DIP FINANCING (5.4); DRAFT, REVIEW AND DISCUSS DISCLOSURE ON CREDITORS PRESENTATION (2.9).
LOZANO P	10/20/05	3.20	REVIEW FILINGS AND DISCLOSURE, INCLUDING PRECEDENT (3.2).
LOZANO P	10/21/05	2.10	REVIEW DRAFT 10Q (2.1).
LOZANO P	10/24/05	4.50	COMMENCED REVIEW OF REPORT ON FORM 10Q FOR THE THIRD QUARTER OF 2005 (4.5).
LOZANO P	10/25/05	12.20	DRAFTING COMMENTS TO REPORT ON FORM 10Q FOR THIRD QUARTER OF 2005, AND RELATED RESEARCH (12.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

LOZANO P	10/26/05	9.70	DRAFTING, REVIEWING REPORT ON FORM 10Q FOR THIRD QUARTER OF 2005, AND RELATED RESEARCH (9.7).
LOZANO P	10/28/05	9.10	REVIEW REVISED DRAFT OF FORM 10Q AND DRAFT DISCLOSURE ON FORM 8-K, INCLUDING REVIEW OF COURT ORDERS AND FINANCING DOCUMENTS (9.1).
LOZANO P	10/31/05	1.10	FOLLOW-UP OF UPCOMING FILINGS WITH SEC (0.6); REVIEW COMMENTS (0.5).
LOZANO P	11/01/05	3.20	REVIEW REVISED DRAFT OF FORM 10Q AND FOLLOW-UP COMMENTS (3.2).
LOZANO P	11/02/05	4.20	UPDATE REVISED FORM 10Q FOR DEVELOPMENTS AND ADDITIONAL INFORMATION (3.9); ANSWER QUESTIONS FROM M. LOEB RELATED THERETO (0.3).
LOZANO P	11/03/05	2.20	REVIEWING AND ANSWERING QUESTIONS FROM M. LOEB IN CONNECTION WITH DRAFT FORM 10Q (2.2).
LOZANO P	11/05/05	1.30	REVISED DRAFT OF FORM 10Q (0.8); ANSWER SPECIFIC QUESTIONS FROM M. LOEB IN CONNECTION WITH CERTAIN REQUIRED DISCLOSURE (0.5).
LOZANO P	11/07/05	6.20	REVIEW COMMENTS FROM AUDIT COMMITTEE TO DRAFT 10Q (1.9), RESPOND TO QUESTIONS RE OUTSIDE COUNSEL'S COMMENTS (0.6), DRAFT REVISED AND ADDITIONAL LANGUAGE BASED ON RESEARCH (3.7).
		<b>99.30</b>	
MEISLER RE	10/10/05	1.50	REVIEWED AND REVISED FIRST DAY COMMUNICATION MATERIALS (1.5).
MEISLER RE	10/21/05	0.90	REVIEWED AND COMMENTED UPON NUMEROUS COMMUNICATION PIECES, INCLUDING S. MILLER VOICEMAIL RE REVIEW OF FIRST DAY MATTERS (0.7); TELECONFERENCE WITH S. CORCORAN RE SAME (0.2).
MEISLER RE	10/27/05	1.00	REVIEWED COMMUNICATIONS PIECES AND COMMENTED ON SAME (1.0).
MEISLER RE	10/31/05	1.40	REVIEWED AND COMMENTED ON 10Q (1.4).
MEISLER RE	11/07/05	1.90	REVIEWED AND COMMENTED ON 10Q AND DRAFTED RIDER RE RESULTS OF NOVEMBER 4TH HEARING (1.9).
		<b>6.70</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

OGUNSANYA GO	10/08/05	3.10	DRAFTING OF NYSE WORKPLAN (3.1).
OGUNSANYA GO	10/09/05	6.20	PROJECT STATUS CONFERENCE CALL (0.4); FURUKAWA/MOBILARIA FILING (1.3); REVIEWS OF BYLAWS AND ARTICLES OF INCORPORATION (3.2); RESEARCH RE NYSE LISTING PROCEDURES (1.3).
OGUNSANYA GO	10/10/05	5.10	DRAFTING OF RESOLUTIONS AND RESEARCH RE: MOBILE ARIA AND FURUKAWA FILING (4.2); VARIOUS CONFERENCE CALLS WITH B. KAPLAN, M. BAKER, M. MCGUIRE, M. GIBSON AND C. KILBORN RE: SAME (0.9).
OGUNSANYA GO	10/13/05	3.80	DRAFTING AND REVIEW OF BOARD RESOLUTIONS AMENDMENT (3.8).
OGUNSANYA GO	10/14/05	7.30	CONFERENCE CALLS RE MOBILEARIA AND FURUKAWA FILINGS (1.0); GATHERING OF VARIOUS SIGNATURES TO EFFECTUATE SIGNING (1.0); DRAFTING OF BOARD CONSENT (3.4); REVIEW OF FURUKAWA'S LLC AGREEMENT (1.9).
OGUNSANYA GO	10/19/05	1.40	REVIEW OF DOCUMENTS TO BE FILED WITH THE SEC (1.4).
		<b>26.90</b>	
TOUSSI S	10/13/05	2.20	ADDRESS ISSUES RE TREATMENT OF TRUST PREFERRED SECURITIES AND PLANNED LIQUIDATION (1.2); ADDRESS ISSUES RE JUNIOR SUBORDINATED NOTES AND REVIEW SEC FILINGS RE SAME (1.0).
TOUSSI S	10/16/05	1.00	ADDRESS ISSUES RE TOPRS AND JUNIOR SUBORDINATED NOTES CLAIMS (0.8); REVIEW 10K AND SEC FILINGS RE SAME (0.2).
TOUSSI S	10/20/05	0.80	ADDRESS DISCLOSURE ISSUES RE DIP SYNDICATION AND RELATED CORPORATE MATTERS (0.8).
TOUSSI S	10/28/05	2.70	REVIEW AND ANALYZE COMPANY'S 10Q FOR LATEST QUARTER (1.2); EDIT AND REVISE VARIOUS SECTIONS AND PREPARE MARKUP OF SAME (1.5).
TOUSSI S	10/29/05	2.30	EDIT AND REVISE 10Q (1.0); ADDRESS AND RESOLVE ISSUES RE TRUST PREFERRED SECURITIES, REVIEW OPERATIVE AGREEMENTS RE SAME IN CONNECTION WITH 10Q DISCLOSURES AND OTHER MATTERS (1.3).
TOUSSI S	10/30/05	1.40	EDIT AND REVISE FORM 10Q (1.4).
TOUSSI S	10/31/05	2.40	CONTINUE WORK ON COMMENTS TO 10Q (1.0); VARIOUS TELECONFERENCES RE SAME (0.4); FINALIZE COMMENTS RE SAME AND DISTRIBUTE TO CLIENT (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	11/03/05	0.50	ADDRESS ISSUES RE 10Q (0.3); ADDRESS ISSUES RE PREFERRED SECURITIES (0.2).
TOUSSI S	11/17/05	0.30	ADDRESS TOPRS ISSUES (0.3).
		13.60	
<b>Total Associate</b>		<b>263.80</b>	
CORKRAN CM	10/08/05	0.80	ASSEMBLE FOR ATTORNEY REVIEW THE ARTICLES FOR DAILY PRESS MATERIAL/ANALYST REPORT BINDER (0.8).
CORKRAN CM	10/10/05	1.50	ASSEMBLE FOR ATTORNEY REVIEW THE DAILY BINDER UPDATES (0.5); ORGANIZE/INDEX EXECUTED RESOLUTIONS (1.0).
CORKRAN CM	10/11/05	3.60	ASSEMBLE FOR ATTORNEY REVIEW THE ARTICLES FOR DAILY PRESS MATERIALS BINDER UPDATES (2.0); PREPARE DISTRIBUTION OF EXECUTED RESOLUTIONS FOR SHEARMAN AND STERLING (1.6).
CORKRAN CM	10/12/05	3.10	PREPARE DISTRIBUTION OF PRESS MATERIALS AND ANALYST REPORT BINDER UPDATES (2.4); PREPARE DISTRIBUTION OF EXECUTED RESOLUTIONS (0.7).
CORKRAN CM	10/14/05	1.20	PREPARE DISTRIBUTION OF DAILY PRESS MATERIALS AND ANALYST REPORTS BINDER UPDATES (1.2).
CORKRAN CM	10/17/05	1.50	PREPARE DISTRIBUTION OF DAILY PRESS MATERIAL BINDER UPDATES (1.5).
CORKRAN CM	10/18/05	0.90	PREPARE DISTRIBUTION OF DAILY PRESS MATERIAL BINDER UPDATES (0.9).
CORKRAN CM	10/19/05	1.40	PREPARE DISTRIBUTION OF DAILY PRESS MATERIALS BINDER UPDATE (1.4).
CORKRAN CM	10/21/05	0.70	PREPARE DISTRIBUTION OF DAILY BINDER UPDATES (0.7).
CORKRAN CM	10/24/05	1.20	PREPARE DISTRIBUTION OF DAILY PRESS MATERIAL BINDER UPDATES (1.2).
CORKRAN CM	10/25/05	0.30	PREPARE DISTRIBUTION OF BINDER UPDATES (0.3).
CORKRAN CM	10/26/05	1.40	PREPARE DISTRIBUTION OF DAILY BINDER UPDATES (1.4).
CORKRAN CM	10/27/05	0.80	PREPARE DISTRIBUTION OF UPDATES TO ANALYST REPORTS BINDER (0.8).
CORKRAN CM	10/29/05	1.10	PREPARE DISTRIBUTION OF DAILY PRESS MATERIAL BINDER UPDATES (1.1).
CORKRAN CM	10/31/05	1.30	PREPARE DISTRIBUTION OF DAILY PRESS MATERIALS BINDER UPDATES (1.3).
CORKRAN CM	11/02/05	1.20	PREPARE DISTRIBUTION OF DAILY PRESS MATERIAL BINDER UPDATES (1.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

CORKRAN CM	11/07/05	1.10	PREPARE DISTRIBUTION OF DAILY UPDATES TO PRESS MATERIALS BINDER (1.1) .
CORKRAN CM	11/08/05	0.90	ASSEMBLE FOR ATTORNEY REVIEW THE ARTICLES FOR DAILY PRESS MATERIALS BINDER UPDATE (0.9) .
CORKRAN CM	11/09/05	1.40	PREPARE DISTRIBUTION OF DELPHI PRESS MATERIAL BINDER UPDATES (1.4) .
CORKRAN CM	11/14/05	1.30	PREPARE DISTRIBUTION OF UPDATES TO PRESS MATERIALS BINDER (1.3) .
CORKRAN CM	11/16/05	1.20	PREPARE DISTRIBUTION OF PRESS MATERIAL BINDER UPDATES (1.2) .
CORKRAN CM	11/18/05	1.30	PREPARE DISTRIBUTION OF PRESS MATERIALS BINDER UPDATE (1.3) .
CORKRAN CM	11/23/05	1.50	PREPARE DISTRIBUTION OF DAILY PRESS MATERIAL BINDER UPDATES (1.5) .
		30.70	
Total Legal Assistant		30.70	
TOTAL TIME		<u>398.40</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**General Corporate Advice**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	10/11/05	Copy Center, D	10.50
In-house Reproduction	10/14/05	Copy Center, D	2.30
In-house Reproduction	10/14/05	Copy Center, D	261.95
In-house Reproduction	10/18/05	Copy Center, D	130.88
In-house Reproduction	10/21/05	Copy Center, D	52.79
In-house Reproduction	10/21/05	Copy Center, D	9.20
In-house Reproduction	10/21/05	Copy Center, D	0.70
In-house Reproduction	10/25/05	Copy Center, D	0.90
In-house Reproduction	10/25/05	Copy Center, D	171.37
In-house Reproduction	10/28/05	Copy Center, D	32.79
In-house Reproduction	11/01/05	Copy Center, D	53.09
In-house Reproduction	11/04/05	Copy Center, D	7.80
In-house Reproduction	11/04/05	Copy Center, D	47.79
In-house Reproduction	11/08/05	Copy Center, D	40.20
In-house Reproduction	11/11/05	Copy Center, D	54.49
In-house Reproduction	11/15/05	Copy Center, D	29.89
In-house Reproduction	11/18/05	Copy Center, D	1,034.41
In-house Reproduction	11/22/05	Copy Center, D	73.99
In-house Reproduction	11/25/05	Copy Center, D	77.19
In-house Reproduction	11/29/05	Copy Center, D	143.77
<b>TOTAL IN-HOUSE REPRODUCTION</b>			<b>\$2,236.00</b>
Telephone Expense	10/28/05	Telecommunications, D	0.26
Telephone Expense	10/28/05	Telecommunications, D	1.58
Telephone Expense	10/28/05	Telecommunications, D	22.73
Telephone Expense	10/28/05	Telecommunications, D	2.04
Telephone Expense	10/28/05	Telecommunications, D	6.92
Telephone Expense	10/28/05	Telecommunications, D	8.54
Telephone Expense	10/28/05	Telecommunications, D	1.88
Telephone Expense	10/28/05	Telecommunications, D	0.91
Telephone Expense	10/28/05	Telecommunications, D	1.51
Telephone Expense	10/28/05	Telecommunications, D	0.25
Telephone Expense	11/23/05	Telecommunications, D	0.67

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	11/23/05	Telecommunications, D	0.25
Telephone Expense	11/23/05	Telecommunications, D	6.24
Telephone Expense	11/23/05	Telecommunications, D	9.39
Telephone Expense	11/23/05	Telecommunications, D	1.52
Telephone Expense	11/23/05	Telecommunications, D	0.06
Telephone Expense	11/23/05	Telecommunications, D	1.69
Telephone Expense	11/23/05	Telecommunications, D	3.09
Telephone Expense	11/23/05	Telecommunications, D	0.45
Telephone Expense	11/23/05	Telecommunications, D	0.02
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$70.00</b>
Postage	11/29/05	Office Admin, D	71.00
		<b>TOTAL POSTAGE</b>	<b>\$71.00</b>
Lexis/Nexis	10/08/05	Hur J	337.36
Lexis/Nexis	10/08/05	Hur J	22.77
Lexis/Nexis	10/08/05	Hur J	409.86
Lexis/Nexis	10/08/05	Saindon SR	7.00
Lexis/Nexis	10/09/05	Saindon SR	7.00
Lexis/Nexis	10/09/05	Hur J	22.77
Lexis/Nexis	10/09/05	Hur J	485.76
Lexis/Nexis	10/10/05	Saindon SR	126.00
Lexis/Nexis	10/10/05	Hur J	47.57
Lexis/Nexis	10/10/05	Hur J	22.77
Lexis/Nexis	10/10/05	Hur J	622.38
Lexis/Nexis	10/11/05	Saindon SR	133.00
Lexis/Nexis	10/11/05	Hur J	182.16
Lexis/Nexis	10/11/05	Becker A	10.85
Lexis/Nexis	10/11/05	Hur J	1,912.68
Lexis/Nexis	10/12/05	Hur J	75.90
Lexis/Nexis	10/12/05	Hur J	1,684.98
Lexis/Nexis	10/13/05	Hur J	68.31
Lexis/Nexis	10/13/05	Hur J	774.18
Lexis/Nexis	10/14/05	Hur J	68.31
Lexis/Nexis	10/14/05	Hur J	637.56

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Lexis/Nexis	10/15/05	Hur J	371.91
Lexis/Nexis	10/15/05	Hur J	417.45
Lexis/Nexis	10/16/05	Hur J	7.59
Lexis/Nexis	10/16/05	Hur J	83.49
Lexis/Nexis	10/17/05	Hur J	22.77
Lexis/Nexis	10/17/05	Hur J	106.26
Lexis/Nexis	10/18/05	Hur J	60.72
Lexis/Nexis	10/18/05	Hur J	447.81
Lexis/Nexis	10/19/05	Hur J	68.31
Lexis/Nexis	10/19/05	Hur J	288.42
Lexis/Nexis	10/20/05	Hur J	37.95
Lexis/Nexis	10/20/05	Hur J	318.78
Lexis/Nexis	10/21/05	Hur J	296.01
Lexis/Nexis	10/21/05	Hur J	409.86
Lexis/Nexis	10/22/05	Hur J	182.16
Lexis/Nexis	10/22/05	Hur J	182.16
Lexis/Nexis	10/23/05	Hur J	15.18
Lexis/Nexis	10/23/05	Hur J	53.13
Lexis/Nexis	10/24/05	Hur J	7.59
Lexis/Nexis	10/24/05	Hur J	106.26
Lexis/Nexis	10/25/05	Hur J	174.57
Lexis/Nexis	10/26/05	Hur J	166.98
Lexis/Nexis	10/27/05	Hur J	303.60
Lexis/Nexis	10/28/05	Hur J	523.71
Lexis/Nexis	10/29/05	Hur J	326.37
Lexis/Nexis	10/30/05	Hur J	83.49
Lexis/Nexis	10/31/05	Moringiello KB	25.90
Lexis/Nexis	10/31/05	Hur J	91.08
Lexis/Nexis	11/01/05	Hur J	204.93
Lexis/Nexis	11/02/05	Hur J	166.98
Lexis/Nexis	11/03/05	Hur J	113.85
Lexis/Nexis	11/04/05	Hur J	356.73
Lexis/Nexis	11/05/05	Hur J	258.06
Lexis/Nexis	11/06/05	Hur J	159.39

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Lexis/Nexis	11/07/05	Hur J	75.90
Lexis/Nexis	11/08/05	Hur J	288.42
Lexis/Nexis	11/09/05	Hur J	432.63
Lexis/Nexis	11/10/05	Hur J	584.43
Lexis/Nexis	11/11/05	Hur J	273.24
Lexis/Nexis	11/12/05	Hur J	121.44
Lexis/Nexis	11/13/05	Hur J	53.13
Lexis/Nexis	11/14/05	Hur J	60.72
Lexis/Nexis	11/15/05	Hur J	106.26
Lexis/Nexis	11/16/05	Hur J	144.21
Lexis/Nexis	11/17/05	Hur J	227.70
Lexis/Nexis	11/18/05	Poggioli C	520.47
Lexis/Nexis	11/18/05	Hur J	258.06
Lexis/Nexis	11/19/05	Hur J	197.34
Lexis/Nexis	11/20/05	Hur J	22.77
Lexis/Nexis	11/21/05	Hur J	45.54
Lexis/Nexis	11/22/05	Hur J	68.31
Lexis/Nexis	11/23/05	Hur J	227.69
Lexis/Nexis	11/24/05	Hur J	296.01
Lexis/Nexis	11/25/05	Hur J	30.36
Lexis/Nexis	11/26/05	Hur J	91.08
Lexis/Nexis	11/27/05	Hur J	60.72
Lexis/Nexis	11/28/05	Hur J	37.95
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$18,323.00</b>
Westlaw	10/22/05	Toussi S	339.00
		<b>TOTAL WESTLAW</b>	<b>\$339.00</b>
Reproduction - color	11/08/05	Copy Center, D	4.00
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$4.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	2.94
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	5.91
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	4.94
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	20.82
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	67.72
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	12.17
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	14.58
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	69.22
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	116.46
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	29.20
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	44.39
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.24
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	1.81
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	33.22
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	3.04
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.90
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	2.55
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.16
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	10.71
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.82
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.90
Vendor Hosted Teleconferencing	10/31/05	LegalConnect	47.21

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Vendor Hosted Teleconferencing	11/15/05	Act Teleconferencing	56.09
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$546.00</b>
Messengers/ Courier	10/08/05	Dist Serv/Mail/Page, D	57.29
Messengers/ Courier	10/08/05	Dist Serv/Mail/Page, D	48.47
Messengers/ Courier	10/10/05	Dist Serv/Mail/Page, D	21.85
Messengers/ Courier	10/10/05	E Despatch Ltd	43.12
Messengers/ Courier	10/11/05	Dist Serv/Mail/Page, D	21.85
Messengers/ Courier	10/12/05	Dist Serv/Mail/Page, D	47.73
Messengers/ Courier	10/12/05	Dist Serv/Mail/Page, D	17.40
Messengers/ Courier	10/12/05	Dist Serv/Mail/Page, D	11.74
Messengers/ Courier	10/13/05	Dist Serv/Mail/Page, D	11.74
Messengers/ Courier	10/17/05	Dist Serv/Mail/Page, D	48.61
Messengers/ Courier	10/18/05	Dist Serv/Mail/Page, D	11.74
Messengers/ Courier	10/18/05	Dist Serv/Mail/Page, D	33.35
Messengers/ Courier	10/19/05	Dist Serv/Mail/Page, D	9.85
Messengers/ Courier	10/19/05	Dist Serv/Mail/Page, D	9.85
Messengers/ Courier	10/21/05	Dist Serv/Mail/Page, D	21.85
Messengers/ Courier	10/30/05	Arrow Messenger Svc	24.70
Messengers/ Courier	11/06/05	Arrow Messenger Svc	24.58
Messengers/ Courier	11/23/05	Dist Serv/Mail/Page, D	10.28
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$476.00</b>
Outside Research/Internet Services	10/31/05	Alacra, Inc.	81.00
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$81.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
CLR/Disclosure	10/31/05	Office Admin, D	599.45
CLR/Disclosure	10/31/05	Office Admin, D	289.84
CLR/Disclosure	10/31/05	Office Admin, D	489.55
CLR/Disclosure	10/31/05	Global Securities	19.51
CLR/Disclosure	10/31/05	Global Securities	45.52
CLR/Disclosure	10/31/05	Global Securities	149.57
CLR/Disclosure	10/31/05	Global Securities	36.87
CLR/Disclosure	10/31/05	Global Securities	73.71
CLR/Disclosure	10/31/05	Global Securities	333.84
CLR/Disclosure	10/31/05	Global Securities	372.86
CLR/Disclosure	10/31/05	Global Securities	73.71
CLR/Disclosure	10/31/05	Global Securities	149.57
		<b>TOTAL CLR/DISCLOSURE</b>	<b>\$2,634.00</b>
Wireless - Mobile/Cellular/Pager	10/24/05	Butler, Jr. J	13.73
Wireless - Mobile/Cellular/Pager	10/24/05	Butler, Jr. J	32.27
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$46.00</b>
		<b>TOTAL MATTER</b>	<b>\$24,826.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**General Corporate Advice**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	12/02/05	1.20	CONTINUE TO PREPARE FOR DECEMBER 6TH COMPENSATION COMMITTEE AND DECEMBER 7TH BOARD OF DIRECTORS MEETING IN TROY, MICHIGAN INCLUDING TELECONFERENCE WITH D. SHERBIN AND EMAILS FROM/TO D. SHERBIN (0.6); REVIEW AND REVISED BI-WEEKLY READER TO BOARD OF DIRECTORS (0.6).
BUTLER, JR. J	12/04/05	0.30	CONTINUE TO PREPARE FOR DECEMBER 7TH BOARD OF DIRECTORS MEETING IN TROY, MICHIGAN INCLUDING EMAILS FROM/TO J. SHEEHAN (0.3).
BUTLER, JR. J	12/05/05	1.40	CONTINUE TO PREPARE FOR DECEMBER 6TH COMPENSATION COMMITTEE MEETING IN TROY, MICHIGAN (0.3); CONTINUE TO PREPARE FOR DECEMBER 7TH BOARD OF DIRECTORS MEETING IN TROY, MICHIGAN INCLUDING REVIEW OF BOARD BOOK (0.8); PREPARE WITH WORKING GROUP AT COMPANY IN TROY FOR DECEMBER 6TH GM MEETING (0.3).
BUTLER, JR. J	12/06/05	6.00	PREPARE FOR (0.4) AND ATTEND (1.7) COMPENSATION COMMITTEE MEETING IN TROY, MICHIGAN; CONTINUE TO PREPARE FOR DECEMBER 7TH BOARD OF DIRECTORS MEETING IN TROY, MICHIGAN INCLUDING REVIEW AND FINALIZE BOARD PRESENTATION MATERIALS (0.6); ATTEND BOARD OF DIRECTORS DINNER AND MANAGEMENT STRATEGY MEETING IN TROY, MICHIGAN (3.3).
BUTLER, JR. J	12/07/05	7.20	PREPARE FOR (0.3) AND ATTEND (6.3) BOARD OF DIRECTORS MEETING IN TROY, MICHIGAN; PREPARE FOR (0.1) AND ATTEND (0.4) MEETING WITH J. OPIE AND S. MILLER RE CORPORATE GOVERNANCE AND RELATED MATTERS; REVIEW PRESS RELEASE (0.1).
BUTLER, JR. J	12/17/05	0.60	REVIEW AND REVISE DRAFT PRESS RELEASE (0.6).
BUTLER, JR. J	12/18/05	1.90	CONTINUE TO REVIEW AND REVISE DRAFT PRESS RELEASE (1.2); REVIEW AND COMMENT ON WEEKLY READER (0.7).
BUTLER, JR. J	12/19/05	0.70	TELECONFERENCE WITH S. MILLER RE DRAFT PRESS RELEASE (0.4); REVIEW AND FINALIZE SAME (0.3).
BUTLER, JR. J	12/20/05	0.20	EMAILS FROM/TO K. HEALY RE PRESS RELEASE CADENCE AND RELATED MATTERS (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	12/21/05	0.50	EMAILS FROM/TO K. HEALY, R. EISENBERG, D. RESNICK AND WORKING GROUP RE PRESS RELEASE CADENCE AND RELATED MATTERS (0.3); REVIEW AND REVISE S. MILLER HOLIDAY VOICEMAIL OUTLINE (0.2).
BUTLER, JR. J	12/27/05	0.30	EMAILS FROM/TO M. LOEB AND L. MARION RE DECEMBER 30 FORM 8-K FILING RE MO (0.3).
		<b>20.30</b>	
COCHRAN EL	12/02/05	1.50	REVIEW D&O QUESTIONNAIRES FOR INDEPENDENCE ISSUES (0.7); REVIEW 8-K ISSUES (0.8).
COCHRAN EL	12/06/05	2.90	REVIEW 8-K (0.6); REVIEW MATERIAL FOR BOARD MEETING (2.3).
COCHRAN EL	12/07/05	5.20	ATTENDED BOARD MEETING (5.2).
COCHRAN EL	12/08/05	2.50	REVIEW CONFIDENTIALITY ISSUES RE WAIVERS (1.4); REVIEW DISCLOSURE ISSUES (1.1).
COCHRAN EL	12/09/05	0.90	REVIEW DISCLOSURE ISSUES RE PLANNED RELEASE (0.9).
COCHRAN EL	12/10/05	1.80	REVIEW AND COMMENT ON 8-K PRESS RELEASE (1.8).
COCHRAN EL	12/12/05	3.20	REVIEW AND COMMENT ON 8-K AND PRESS RELEASE (3.2).
COCHRAN EL	12/13/05	1.70	REVIEW SEC ISSUES RE 8-K AND PRESS RELEASE (1.7).
COCHRAN EL	12/14/05	0.70	REVIEW ISSUES RELATING TO DISCLOSURE OF EQUITY COMMITTEE REQUEST (0.7).
COCHRAN EL	12/15/05	1.20	REVIEW ISSUES RELATING TO DISCLOSURE OF REQUEST FOR EQUITY COMMITTEE (1.2).
COCHRAN EL	12/16/05	0.40	REVIEW KEY MESSAGES (0.4).
COCHRAN EL	12/18/05	1.40	REVIEW ISSUES RELATING TO SEC FILINGS (1.4).
COCHRAN EL	12/19/05	8.70	REVIEW PRESS RELEASE AND 8-KS RE GM/LABOR, EQUITY COMMITTEE, KOCP (6.9); REVIEW KEY MESSAGES (1.8).
COCHRAN EL	12/20/05	2.50	REVIEW KEY MESSAGES DISCLOSURE (2.5).
COCHRAN EL	12/21/05	2.10	REVIEW KEY MESSAGES (0.9); REVIEW MOL/8-K ISSUES (1.2).
		<b>36.70</b>	
MARAFIOTI KA	12/02/05	0.10	ANALYZE TOPRS ISSUES (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	12/05/05	2.10	ANALYZE TOPRS ISSUES (1.6); TELECONFERENCE WITH R. STARK RE TERMINATION EVENT (0.3); FOLLOW UP (0.1); ANALYZE TAX ASPECTS OF TOPRS (0.1).
MARAFIOTI KA	12/19/05	0.80	REVIEWED MEMO RE TOPRS (0.2) AND ANALYZE TOPRS ISSUES (0.2); REVIEWED TALKING POINTS RE KEY MESSAGES SUMMARY (0.4).
MARAFIOTI KA	12/20/05	0.50	REVIEWED COMPANY'S TALKING POINTS (0.5).
MARAFIOTI KA	12/27/05	0.10	CORRESPONDENCE FROM AND TO U.S. TRUSTEE RE 8K (0.1).
		<b>3.60</b>	
<b>Total Partner</b>		<b>60.60</b>	
GIBSON ML	12/02/05	1.20	REVIEWED D&O QUESTIONNAIRES (0.9); REVIEWED CORRESPONDENCE (0.3).
GIBSON ML	12/05/05	0.30	REVIEWED AND COMMENTED ON 8-K DRAFT (0.3).
GIBSON ML	12/06/05	0.50	FINALIZED DRAFT AND CIRCULATED COMMENTS ON FORM 8-K (0.5).
GIBSON ML	12/12/05	1.30	REVIEWED AND COMMENTED ON MULTIPLE DRAFTS OF 8-K, PRESS RELEASE AND Q&A (1.1); CALLS RE SAME (0.2).
GIBSON ML	12/13/05	0.10	REVIEWED NEW DRAFT RELEASE (0.1).
GIBSON ML	12/15/05	0.50	REVIEWED DECEMBER KEY MESSAGES (0.5).
GIBSON ML	12/16/05	0.40	ATTENDED PART OF ALL HANDS MEETING (0.4).
GIBSON ML	12/19/05	3.90	DRAFTED 8-KS RE EQUITY COMMITTEE AND GM (1.9), REVIEWED MULTIPLE DRAFTS OF RESPONSE (0.8), REVIEWED AND COMMENTED ON MULTIPLE DRAFTS OF PRESS RELEASE (1.2).
GIBSON ML	12/20/05	1.20	REVISED 8-K, AND FINALIZED EXHIBITS FOR 8-K FILING (1.2).
GIBSON ML	12/29/05	0.70	REVIEWED DRAFT 8-K RE MORS (0.5); MULTIPLE TELECONFERENCES / CORRESPONDENCE RE SAME (0.2).
GIBSON ML	12/30/05	1.20	MULTIPLE TELECONFERENCES / CORRESPONDENCE RE 8-K FOR MORS AND COURT FILING OF SAME (0.3); ALL HANDS CALL (0.9).
		<b>11.30</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HUR J	12/06/05	3.60	DRAFT CONFIDENTIALITY AGREEMENT (3.6).
HUR J	12/10/05	3.80	RESEARCH PRECEDENT ON 8-KS AND PRESS RELEASES AND REPORT FINDINGS (3.8).
		<b>7.40</b>	
MEISLER RE	12/23/05	1.40	DRAFTED CONTACT LIST FOR CIRCULATION OF REGULATORY FILINGS AND PRESS RELEASE (1.3); TELECONFERENCE WITH H. BAER RE SAME (0.1).
		<b>1.40</b>	
OGUNSANYA GO	12/22/05	1.30	REVIEW OF PBR LLC AGREEMENT AND PROPOSED LETTER AGREEMENT AND AMENDMENT (1.3).
		<b>1.30</b>	
<b>Total Associate</b>		<b>21.40</b>	
<b>TOTAL TIME</b>		<b><u>82.00</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**General Corporate Advice**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	12/06/05	Cochran EL	1,029.00
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$1,029.00</b>
In-house Reproduction	12/02/05	Copy Center, D	0.20
In-house Reproduction	12/02/05	Copy Center, D	65.16
In-house Reproduction	12/06/05	Copy Center, D	7.60
In-house Reproduction	12/09/05	Copy Center, D	8.00
In-house Reproduction	12/20/05	Copy Center, D	7.50
In-house Reproduction	12/23/05	Copy Center, D	749.95
In-house Reproduction	12/30/05	Copy Center, D	12.59
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$851.00</b>
Telephone Expense	12/29/05	Telecommunications, D	0.06
Telephone Expense	12/29/05	Telecommunications, D	6.55
Telephone Expense	12/29/05	Telecommunications, D	9.94
Telephone Expense	12/29/05	Telecommunications, D	1.45
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$18.00</b>
Lexis/Nexis	12/02/05	Stone M	169.33
Lexis/Nexis	12/06/05	Cleary MA	312.89
Lexis/Nexis	12/10/05	Stone M	75.08
Lexis/Nexis	12/19/05	Hur J	509.70
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$1,067.00</b>
Car Service (manual entries)	12/06/05	Boston Coach Corp.	154.36
Car Service (manual entries)	12/07/05	Boston Coach Corp.	271.64
		<b>TOTAL CAR SERVICE (MANUAL ENTRIES)</b>	<b>\$426.00</b>
Air/Rail Travel (external)	12/04/05	Butler, Jr. J	204.00
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$204.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Travel	12/04/05	Butler, Jr. J	453.52
Out-of-Town Travel	12/04/05	Butler, Jr. J	9.00
Out-of-Town Travel	12/04/05	Butler, Jr. J	53.35
Out-of-Town Travel	12/04/05	Butler, Jr. J	134.13
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$650.00</b>
Messengers/ Courier	12/28/05	Dist Serv/Mail/Page, D	74.72
Messengers/ Courier	12/29/05	Dist Serv/Mail/Page, D	12.28
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$87.00</b>
Out-of-Town Meals	12/04/05	Butler, Jr. J	11.89
Out-of-Town Meals	12/04/05	Butler, Jr. J	13.11
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$25.00</b>
Telco-Non Astra	12/21/05	Telecommunications, D	37.00
		<b>TOTAL TELCO-NON ASTRA</b>	<b>\$37.00</b>
CLR/Disclosure	11/30/05	Global Securities	99.74
CLR/Disclosure	11/30/05	Global Securities	75.90
CLR/Disclosure	11/30/05	Global Securities	43.36
CLR/Disclosure	11/30/05	Global Securities	21.69
CLR/Disclosure	11/30/05	Global Securities	184.31
		<b>TOTAL CLR/DISCLOSURE</b>	<b>\$425.00</b>
		<b>TOTAL MATTER</b>	<b>\$4,819.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**General Corporate Advice**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
BERLIN K	01/09/06	2.10	REVIEW OF 10-K RE MARKING UP ENVIRONMENTAL LANGUAGE OF SAME (2.1).
BERLIN K	01/10/06	1.10	CONTINUE REVIEW OF MARKUP OF 10K (1.1).
		3.20	
BUTLER, JR. J	01/08/06	0.40	REVIEW AND REVISE WEEKLY READER TO BOARD OF DIRECTORS (0.4).
BUTLER, JR. J	01/13/06	1.20	REVIEW MARK-UP AND COMMENTS TO FORM 10-K DRAFT (1.2).
BUTLER, JR. J	01/16/06	0.60	EMAIL FROM S. MILLER AND BEGIN TO PREPARE FOR JANUARY 18TH BOARD OF DIRECTORS TELECONFERENCE MEETING AT COMPANY IN TROY (0.6).
BUTLER, JR. J	01/17/06	1.30	CONTINUE TO PREPARE FOR JANUARY 18TH BOARD OF DIRECTORS TELECONFERENCE MEETING WITH SENIOR MANAGEMENT TEAM AT COMPANY IN TROY INCLUDING REVIEW AND REVISION OF PRESENTATION MATERIALS (1.3).
BUTLER, JR. J	01/18/06	2.80	PREPARE FOR (0.4) AND PARTICIPATE IN BOARD OF DIRECTORS TELECONFERENCE MEETING AT COMPANY IN TROY (2.4).
BUTLER, JR. J	01/24/06	0.50	REVIEW DRAFT FORM 8-K (0.2); EMAILS FROM/TO P. ANTOSZYK RE MEETING WITH LAW DEBENTURE (TRUST PREFERRED INDENTURE TRUSTEE) IN NEW YORK CITY RE INFORMATION UPDATE AND FORM OF NDA (0.3).
BUTLER, JR. J	01/25/06	0.40	REVIEW DRAFT FORM 8-K (0.3); EMAILS TO S. KING ET. AL. RE SAME (0.1).
BUTLER, JR. J	01/26/06	1.40	REVIEW AND COMMENT ON TRANSFORMATION PRESS RELEASE (0.6); TELECONFERENCE WITH K. HEALY AND S. CORCORAN RE SAME (0.2); FOLLOW-UP ON EMAIL RE COMMUNICATIONS MATTERS (0.4); TELECONFERENCE WITH K. HEALY AND S. CORCORAN RE SAME (0.2).
BUTLER, JR. J	01/28/06	0.30	REVIEW FORM OF NDA FOR LAW DEBENTURE (TRUST PREFERRED INDENTURE TRUSTEE) (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	01/31/06	1.10	REVIEW AND COMMENT ON FORM 8-K(0.3) PREPARE FOR FEBRUARY 1ST BOARD OF DIRECTORS MEETING WITH SENIOR MANAGEMENT TEAM AT COMPANY IN TROY (0.8).
		10.00	
COCHRAN EL	01/03/06	1.50	REVIEW DRAFT 10-K (1.5).
COCHRAN EL	01/04/06	1.90	REVIEW DRAFT 10-K (1.9).
COCHRAN EL	01/05/06	1.20	REVIEW DRAFT 10-K ISSUES WITH M. LOEB AND RELATED MATTER (1.2).
COCHRAN EL	01/06/06	0.60	REVIEW 8-K RE ORDER (0.6).
COCHRAN EL	01/09/06	1.90	REVIEW DRAFT 10-K (1.9).
COCHRAN EL	01/10/06	2.20	REVIEW DRAFT 10-K (2.2).
COCHRAN EL	01/11/06	4.20	REVIEW AND COMMENT ON 10-K DRAFT (1.9); TELECONFERENCE WITH M. LOEB RE 10-K (0.5); REVIEW DISCLOSURE ISSUE RE DIP (1.8).
COCHRAN EL	01/12/06	0.90	REVIEW 8-KS (0.5); REVIEW 10-K ANNUITY (0.4).
COCHRAN EL	01/13/06	0.80	REVIEW 8-K RE PENSION CONTRIBUTION (0.8).
COCHRAN EL	01/18/06	2.60	PARTICIPATED IN BOARD MEETING (2.6).
COCHRAN EL	01/19/06	0.40	CORRESPONDENCE WITH M. LOEB RE BOARD MATTERS (0.4).
COCHRAN EL	01/23/06	0.50	REVIEW 10-K REVISIONS PREPARED BY COMPANY (0.5).
COCHRAN EL	01/24/06	3.70	REVIEW 8-K FOR STATEMENTS AND SCHEDULES (1.4); REVIEW 8-K FOR MONTHLY OPERATING REQUEST (1.2); REVIEW CONFIDENTIALITY AGREEMENT FOR UCC (1.1).
COCHRAN EL	01/25/06	3.60	REVIEW 8-K FOR STATEMENTS AND SCHEDULES (1.4); REVIEW DISCLOSURE ISSUES CONCERNING IMPAIRMENT CHARGES (2.2).
COCHRAN EL	01/26/06	2.90	TELECONFERENCES AND COMMUNICATIONS PROCESS (1.3); REVIEW CONFIDENTIALITY AGREEMENT DRAFT FOR INDENTURE TRUSTEE (0.9); REVIEW PRIOR BOARD MINUTES IN CONNECTION WITH BOARD QUESTION (0.7).
COCHRAN EL	01/27/06	1.20	REVIEW 8-K DISCLOSURE ON IMPAIRMENT (0.8); REVIEW NDA FOR INDENTURE TRUSTEE (0.4).
COCHRAN EL	01/30/06	2.50	REVIEW DISCLOSURE ISSUES RELATING TO 8-K FOR MOR (0.8); ASSET IMPAIRMENT (1.1); STATEMENTS OF SHAREHOLDERS (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

COCHRAN EL	01/31/06	0.80	REVIEW 8-KS (0.8).
		<b>33.40</b>	
MARAFIOTI KA	01/03/06	0.10	CONFERRED WITH M. LOEB RE 8K ISSUE (0.1).
MARAFIOTI KA	01/04/06	0.10	CONFERRED WITH D. SHERBIN RE 8K (0.1).
MARAFIOTI KA	01/05/06	0.20	ANALYSIS OF 8K ISSUES (0.2).
MARAFIOTI KA	01/06/06	0.20	WORK ON 8K (0.2).
MARAFIOTI KA	01/09/06	0.20	WORK ON 10K ISSUES (0.2).
MARAFIOTI KA	01/10/06	2.50	REVIEWED EXCERPT OF DRAFT 10K (1.5); SEVERAL TELECONFERENCES WITH B. ADRIAN, J. BURKE & OTHERS RE CORRECTION OF INACCURATE NEWS STORY (1.0).
MARAFIOTI KA	01/11/06	0.40	REVIEWED RISK FACTOR SECTION OF DRAFT 10K (0.4).
MARAFIOTI KA	01/23/06	0.30	CORRESPONDENCE RE TOPRS AND MESSAGE FROM R. STARK RE SAME (0.3).
MARAFIOTI KA	01/24/06	0.30	WORK ON MEDIA ISSUES (0.3).
MARAFIOTI KA	01/26/06	1.60	TELECONFERENCE S. CORCORAN (0.2); WORK ON ISSUES RE MEDIA INFORMATION FLOW (0.5); RELATED CORRESPONDENCE (0.2); TELECONFERENCE WITH S. CORCORAN AND M. LOEB RE MEDIA FLOW (0.5) AND SUBSEQUENT TELECONFERENCE WITH S. CORCORAN RE SAME (0.2).
MARAFIOTI KA	01/27/06	0.70	TELECONFERENCE WITH INVESTOR AND CONTACT SITRICK RE INCORRECT NEWS REPORT (0.2); REVIEW DRAFT 8K (0.5).
		<b>6.60</b>	
<b>Total Partner</b>		<b>53.20</b>	
MATZ TJ	01/10/06	0.60	REVIEW AND COMMENT ON 10-K MATERIAL (0.6).
MATZ TJ	01/11/06	1.00	REVIEW AND COMMENT ON DISCLOSURE LANGUAGE (0.3); FOLLOW UP WORK RE SAME (0.7).
MATZ TJ	01/12/06	0.70	CONTINUING REVIEW AND REVISE DRAFT 10-K (0.7).
		<b>2.30</b>	
<b>Total Counsel</b>		<b>2.30</b>	
GIBSON ML	01/03/06	4.30	REVIEWED MSA AND SUMMARY AND REVISED AND DISTRIBUTED SUMMARY (3.9); DISCUSSIONS RE SAME (0.2); TELECONFERENCE RE REGULATION FD ISSUES RELATING TO TAX MATTER (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

GIBSON ML	01/04/06	0.30	DISCUSSIONS RE 10-K (0.3).
GIBSON ML	01/05/06	1.90	DRAFTED 8-K RE TRANSFER ORDER (1.6); MULTIPLE TELECONFERENCES RE SAME (0.3).
GIBSON ML	01/06/06	3.00	REVIEWED AND COMMENTED ON ENGAGEMENT LETTERS FOR ADVISORS AND DISCUSSIONS RE SAME (1.2); ALL HANDS TELECONFERENCE (1.0); REVISED AND DISTRIBUTED 8-K FOR TRADING ORDER (0.6); MULTIPLE TELECONFERENCES/CORRESPONDENCE RE SAME AND 10-K REVIEW (0.2).
GIBSON ML	01/08/06	1.10	BEGAN REVIEWING PORTIONS OF 10-K AND PRECEDENT (1.1).
GIBSON ML	01/09/06	4.10	MULTIPLE DISCUSSIONS RE 10-K REVISIONS (0.3); REVISED PORTION OF 10-K RE BANKRUPTCY MATTERS (1.7); REVIEWED PRECEDENT AND BEGAN REVISING RISK FACTORS FOR 10-K (0.9); REVIEWED TRADING ORDERS 8-K AND ORGANIZED DELIVERY OF EXHIBITS AND MULTIPLE TELECONFERENCES/CORRESPONDENCE RE FILING (0.7); TELECONFERENCES/RESEARCH RE COMPLIANCE WITH CERTAIN 10-K REQUIREMENTS (0.5).
GIBSON ML	01/10/06	4.20	DRAFTED RISK FACTORS AND REVISED BANKRUPTCY RIDER FOR 10-K (3.3); MULTIPLE DISCUSSIONS AND CORRESPONDENCE WITH INTERNAL TEAM RE RESEARCH MATTERS ON 10-K DISCLOSURE (0.9).
GIBSON ML	01/11/06	2.10	REVISED RIDERS FOR 10-K AND TELECONFERENCES/CORRESPONDENCE WITH CLIENT AND INTERNAL TEAM RE SAME (2.1).
GIBSON ML	01/12/06	3.00	MULTIPLE TELECONFERENCES/CORRESPONDENCE RE 10- K RIDERS AND FINALIZED AND DISTRIBUTED SAME (2.9); PREPARED AGENDA ITEMS FOR TELECONFERENCE AND DISCUSSIONS INTERNALLY RE SAME (0.1).
GIBSON ML	01/24/06	2.80	MULTIPLE TELECONFERENCES/DISCUSSIONS RE 8-K FILING OF GENERAL PRINCIPALS; REVIEWED PRECEDENT RE SAME AND REVIEWED AND COMMENTED ON MULTIPLE DRAFTS OF SAME (1.9); REVIEWED 8-K FOR IMPAIRMENT AND RESEARCH RELATING TO SAME (0.9).
GIBSON ML	01/25/06	3.50	REVIEWED CONFIDENTIALITY AGREEMENT (2.6); DISCUSSED 8-K RE IMPAIRMENT; REVIEWED FAS 121 AND REVISED 8-K AND DISTRIBUTED MULTIPLE DRAFTS (0.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

GIBSON ML	01/26/06	1.40	MULTIPLE REVISIONS TO CONFIDENTIALITY AGREEMENT AND DISCUSSIONS RE SAME (1.4).
GIBSON ML	01/27/06	1.20	ALL HANDS TELECONFERENCE (0.9); TELECONFERENCES RE CONFIDENTIALITY AGREEMENT AND REVISED AND DISTRIBUTED (0.2); TELECONFERENCE RE 8-K CHANGES (0.1).
GIBSON ML	01/28/06	0.50	CORRESPONDENCE RE CONFIDENTIALITY AGREEMENT CHANGES AND DISTRIBUTED MARKED COPY (0.5).
GIBSON ML	01/30/06	0.60	MULTIPLE DISCUSSIONS/CORRESPONDENCE RE 8-KS OR POTENTIALS ON MORS, 341 MOTION, GLOBAL NOTES AND IMPAIRMENT AND CONFIDENTIALITY AGREEMENT (0.4); REVIEWED LATEST DRAFT OF 8-K RE MOR'S AND IMPAIRMENT (0.2).
		<b>34.00</b>	
HUR J	01/05/06	7.80	RESEARCH AMENDED CERTIFICATE OF INCORPORATIONS OF COMPANIES EMERGING FROM CHAPTER 11 REORGANIZATION (2.8); RESEARCH DISCLOSURE OF RISK FACTORS CONTAINED IN 10-K AND REPORT FINDINGS (2.7); BEGIN 10-K RULES CHECK (2.3).
HUR J	01/06/06	3.20	RESEARCH SEC RELEASE RE SECURITIES OFFERING REFORM FOR ADDITIONS TO FORM 10-K (0.7); COMPLETE RULES CHECK (2.5).
		<b>11.00</b>	
MEISLER RE	01/17/06	0.40	CONFERENCE WITH S. CORCORAN RE INVESTMENT PROCEDURES (0.1); REVIEWED AND COMMENTED ON DRAFT OF SAME (0.3).
MEISLER RE	01/18/06	0.40	CONTINUED ANALYSIS OF INVESTMENT PROCEDURES (0.4).
MEISLER RE	01/24/06	2.90	REVIEWED LAW DEBENTURE CORRESPONDENCE (0.3); DRAFTED CONFIDENTIALITY AGREEMENT IN CONNECTION WITH LAW DEBENTURE REQUEST FOR INFORMATION (2.6).
MEISLER RE	01/26/06	1.00	ATTENTION TO DELPHI REQUEST RE COORDINATION OF COMMUNICATIONS IN CONNECTION WITH MEDIA INQUIRIES (0.5); TELECONFERENCE WITH S. CORCORAN, M. LOEB RE SAME (0.5).
MEISLER RE	01/27/06	0.50	REVIEWED AND REVISED LAW DEBENTURE CONFIDENTIALITY AGREEMENT AND PROVIDED COMMENTS RE SAME (0.5).
		<b>5.20</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	01/23/06	1.60	ADDRESS ISSUES RE TOPRS LIQUIDATION AND RELATED TAX MATTERS (1.0); DISCUSS SAME WITH COUNSEL FOR SUBORDINATED NOTES TRUSTEE RE POSSIBLE MOTION TO AUTHORIZE LIQUIDATION OF TRUST (0.4); FOLLOW UP MATTERS RE SAME (0.2).
TOUSSI S	01/25/06	1.60	REVIEW SUBORDINATED NOTE INDENTURES (0.8); REVISE MEMO RE NOTES, TOPRS, AND RELATED DOCUMENTS AND CIRCULATE SAME (0.8).
TOUSSI S	01/27/06	1.20	ADDRESS ISSUES RE TOPRS INDENTURES AND POTENTIAL MOTION BY LAW DEBENTURES RE LIQUIDATING TRUST ENTITIES (1.2).
		4.40	
TURMAN III RE	01/12/06	1.60	REVISE 10-K (1.6).
		1.60	
Total Associate		56.20	
TOTAL TIME		<u>111.70</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**General Corporate Advice**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	01/18/06	Cochran EL	1,102.19
Air/Rail Travel - vendor feed	01/29/06	Easley S	174.31
Air/Rail Travel - vendor feed	01/29/06	Gerritz D	174.31
Air/Rail Travel - vendor feed	01/30/06	Olasky P	1,112.19
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$2,563.00</b>
In-house Reproduction	01/06/06	Copy Center, D	30.30
In-house Reproduction	01/10/06	Copy Center, D	0.40
In-house Reproduction	01/10/06	Copy Center, D	3.50
In-house Reproduction	01/13/06	Copy Center, D	93.20
In-house Reproduction	01/20/06	Copy Center, D	4.40
In-house Reproduction	01/20/06	Copy Center, D	42.70
In-house Reproduction	01/24/06	Copy Center, D	18.10
In-house Reproduction	01/27/06	Copy Center, D	102.80
In-house Reproduction	01/31/06	Copy Center, D	13.60
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$309.00</b>
Telephone Expense	01/27/06	Telecommunications, D	4.03
Telephone Expense	01/27/06	Telecommunications, D	4.78
Telephone Expense	01/27/06	Telecommunications, D	0.19
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$9.00</b>
Westlaw	01/31/06	Cleary MA	10.00
		<b>TOTAL WESTLAW</b>	<b>\$10.00</b>
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	9.31
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	17.24
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	11.45
Vendor Hosted Teleconferencing	01/31/06	Global Securities	108.40

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Vendor Hosted Teleconferencing	01/31/06	Global Securities	240.63
Vendor Hosted Teleconferencing	01/31/06	Global Securities	30.35
Vendor Hosted Teleconferencing	01/31/06	Global Securities	201.62
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$619.00</b>
Air/Rail Travel (external)	01/16/06	Butler, Jr. J	138.17
Air/Rail Travel (external)	01/29/06	Butler, Jr. J	85.83
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$224.00</b>
Out-of-Town Travel	01/16/06	Butler, Jr. J	89.45
Out-of-Town Travel	01/16/06	Butler, Jr. J	48.01
Out-of-Town Travel	01/16/06	Butler, Jr. J	14.01
Out-of-Town Travel	01/16/06	Butler, Jr. J	294.75
Out-of-Town Travel	01/29/06	Butler, Jr. J	240.34
Out-of-Town Travel	01/29/06	Butler, Jr. J	18.51
Out-of-Town Travel	01/29/06	Butler, Jr. J	130.93
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$836.00</b>
Messengers/ Courier	01/05/06	Dist Serv/Mail/Page, D	28.46
Messengers/ Courier	01/05/06	Dist Serv/Mail/Page, D	36.39
Messengers/ Courier	01/19/06	Dist Serv/Mail/Page, D	6.15
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$71.00</b>
Out-of-Town Meals	01/16/06	Butler, Jr. J	16.94
Out-of-Town Meals	01/29/06	Butler, Jr. J	63.14
Out-of-Town Meals	01/29/06	Butler, Jr. J	21.92
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$102.00</b>
Outside Research/Internet Services	01/06/06	Pacer Service Center	1.00
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$1.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Contracted Catering-NY	01/31/06	Cochran EL	90.00
		<b>TOTAL CONTRACTED CATERING-NY</b>	<b>\$90.00</b>
CLR/Disclosure	12/31/05	Global Securities	39.01
CLR/Disclosure	12/31/05	Global Securities	41.17
CLR/Disclosure	12/31/05	Global Securities	52.01
CLR/Disclosure	12/31/05	Global Securities	67.18
CLR/Disclosure	12/31/05	Global Securities	239.45
CLR/Disclosure	12/31/05	Global Securities	132.18
		<b>TOTAL CLR/DISCLOSURE</b>	<b>\$571.00</b>
		<b>TOTAL MATTER</b>	<b>\$5,405.00</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-10  
GLOBAL SUBSIDIARIES (NON-US)  
534.6 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Global Subsidiaries (Non-US)

Bill Date: 12/30/05  
Bill Number: 1091378

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	11/04/05	0.20	TELECONFERENCE WITH S. CORCORAN (0.2) RE POTENTIAL ACQUISITION AND NEXT STEPS.
BUTLER, JR. J	11/05/05	0.40	TELECONFERENCES TO/WITH S. COCORAN (0.1, 0.3) RE POTENTIAL ACQUISITION AND NEXT STEPS.
BUTLER, JR. J	11/13/05	0.30	REVIEW AND EVALUATE AUSTRIAN RESTRUCTURING MATTER (0.3).
BUTLER, JR. J	11/23/05	0.40	REVIEW AND EVALUATE ONDAS MATTER (0.2); EMAILS TO M. MCGUIRE AND S. CORCORAN RE SAME (0.2).
BUTLER, JR. J	11/28/05	0.30	EMAILS FROM/TO M. MCGUIRE AND OTHERS AT COMPANY RE ONDAS TRANSACTION (0.3).
BUTLER, JR. J	11/29/05	0.20	REVIEW EMAILS RE MALAYSIA STOCK TRANSFER (0.2).
BUTLER, JR. J	11/30/05	0.40	REVIEW EMAIL FROM M. SOMMERSTEIN RE PBGC CONCERNS ON AUSTRIAN INTERCOMPANY TRANSACTIONS AND FOLLOW- UP ON SAME AT COMPANY IN TROY (0.3); EMAIL FROM/TO M. MCGUIRE RE SAME (0.1).
		2.20	
COCHRAN EL	10/10/05	1.40	REVIEW AUTHORITY ISSUES RE MAJORITY- OWNED SUBSIDIARIES (1.4).
COCHRAN EL	11/29/05	1.30	REVIEW ISSUES RELATING TO TRANSFERS OF FOREIGN JV INTERESTS (1.3).
		2.70	
HIESTAND NL	10/08/05	1.40	ATTEND TO GLOBAL COMMUNICATION MATERIALS, INCLUDING PRESS RELEASE, LETTERS, ETC. INTERFACE WITH CLIENT RE TRANSACTIONS (1.4).
HIESTAND NL	10/09/05	4.50	VIDEO CONFERENCE WITH CLIENTS AND ADVISORS TO ADDRESS POST FILING ISSUES, OTHER MATTERS; PREPARATION AND FOLLOW UP RE SAME (3.8); MEETING WITH DELPHI INTERNATIONAL LEGAL AND COMMUNICATION TEAMS RE ISSUES FOR COMING WEEK (0.7).
HIESTAND NL	10/10/05	3.60	MEETINGS WITH VARIOUS CLIENT REPS IN EUROPE RE GLOBAL ISSUES (3.6).
HIESTAND NL	10/11/05	2.80	RESPOND TO NUMEROUS ENQUIRIES AT COMPANY RE CHAPTER 11, INTERNATIONAL ISSUES (2.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HIESTAND NL	10/12/05	3.50	PREPARE FOR AND ATTEND INTERNATIONAL TELECONFERENCE (1.9); FOLLOW UP (0.9); ATTEND STRATEGIC TELECONFERENCE (0.7).
HIESTAND NL	10/13/05	3.60	REVIEW ISSUES RELATING TO JV'S (1.8); SALES AND INVESTMENTS (0.9); OTHER MATTERS (0.9).
HIESTAND NL	10/14/05	2.30	PREPARE AND ATTEND CONFERENCE CALL WITH INTERNATIONAL COUNSEL; FOLLOW UP (1.7); CONFERENCE CALL WITH CLIENT AND ADVISORS (0.6).
HIESTAND NL	10/17/05	3.20	ATTEND TO UK LIVERPOOL ISSUES, INCLUDING PENSION (1.8); FOREIGN SUPPLIES (1.4).
HIESTAND NL	10/18/05	2.80	PREPARE FOR AND ATTEND INTERNATIONAL TELECONFERENCE; FOLLOW UP (2.1); ATTEND TO OTHER MATTERS (0.7).
HIESTAND NL	10/19/05	1.90	MEETING WITH FINANCIAL ADVISER RE GERMANY (0.8); ATTEND TO OTHER MATTERS INCLUDING EUROPEAN RECLAMATION AND SET OFF (1.1).
HIESTAND NL	10/20/05	2.10	CONTINUED REVIEW OF EUROPEAN COMMUNICATIONS (2.1).
HIESTAND NL	10/21/05	2.20	INTERNATIONAL CONFERENCE CALL (0.4); PREPARATION AND FOLLOW UP (1.8).
HIESTAND NL	10/22/05	2.20	REVIEW AND REVISE COMMUNICATIONS FOR CHAPTER 11, OTHERS (2.2).
HIESTAND NL	10/24/05	1.60	REVIEW AND ATTEND TO ISSUES RE CALGON SECURITY (0.9); WORKS COUNCIL AND OTHER COMMUNICATION (0.7).
HIESTAND NL	10/25/05	0.40	INTERNATIONAL TELECONFERENCE AND FOLLOW UP TO DISCUSS OPEN ISSUES (0.4).
HIESTAND NL	10/26/05	0.70	REVIEW WITH CLIENT: RECLAMATION ISSUES (0.3); NOTICES FROM COURT AND RESPONSES (0.4).
HIESTAND NL	10/27/05	1.40	ATTEND TO EUROPE CASH ISSUES, INCLUDING DRAFT OF MEMO (1.4).
HIESTAND NL	10/28/05	1.20	REVIEW VARIOUS COMMUNICATIONS AND OTHER ISSUES (1.2).
HIESTAND NL	11/01/05	0.90	ATTEND TO INTERNATIONAL ISSUES RE. CUSTOMERS (0.9).
HIESTAND NL	11/03/05	4.60	MEETING WITH WORKING GROUP (4.6).
HIESTAND NL	11/06/05	0.20	MISCELLANEOUS ISSUES (0.2).
HIESTAND NL	11/07/05	1.40	ATTEND TO ISSUES RE CUSTOMERS, COMMUN (1.4).
HIESTAND NL	11/09/05	0.40	ATTEND TO ISSUES RE INTL (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HIESTAND NL	11/10/05	0.40	PREPARE FOR CONFERENCE CALL WITH WORKING GROUP (0.4) .
HIESTAND NL	11/11/05	1.70	PREPARE FOR AND ATTEND CONFERENCE CALL; REVIEW VARIOUS MATTERS (1.7) .
HIESTAND NL	11/14/05	0.60	REVIEW ASIAN ISSUES (0.6) .
HIESTAND NL	11/15/05	1.70	ATTEND TO DELPHI SPAIN ISSUES AND OTHER MATTERS (1.7) . . .
HIESTAND NL	11/16/05	0.90	ATTEND TO SPAIN RESTRUCTURING ISSUES (0.9) .
HIESTAND NL	11/17/05	0.40	PREPARE FOR WEEKLY SESSION WITH TEAM (0.4) .
HIESTAND NL	11/18/05	3.40	PREPARE FOR AND ATTEND WORKING GROUP CONFERENCE TO DISCUSS MATTERS, PROCEEDINGS, ETC; FOLLOW UP (3.4) .
HIESTAND NL	11/20/05	2.20	ATTEND TO ISSUE OF THE ONDAS TRANSACTION AND RELATED MATTERS (1.4); REVIEW COMMITTEE MATERIALS (0.8) .
HIESTAND NL	11/22/05	4.10	REVIEW AND REVISE PENSION LETTER (0.9); REVIEW AND ADVISE RE. OFFSETS (2.6); PREPARED FOR CALL WITH COUNSEL TO ONDAS (0.6) .
HIESTAND NL	11/23/05	3.40	ATTEND TO ISSUES RE OFFSET (1.8); TELECONFERENCES AND FOLLOW UP RE SWITZERLAND (1.6) .
HIESTAND NL	11/25/05	0.30	ATTEND TO ONDAS TRANSACTION (0.3) .
HIESTAND NL	11/28/05	3.10	CONTINUE ANALYSIS AND DISCUSSION WITH CLIENT RE INTERCOMPANY TRANSFERS (1.3); OFFSETS (0.6); CONFERENCE CALL, PREPARATION AND FOLLOW UP RE ONDAS (1.2) .
HIESTAND NL	11/29/05	3.40	CONTINUED WORK ON ONDAS (2.2); MALAYSIAN SALE (0.6); OFFSET ISSUES WITH PARTICULAR ATTENTION TO BRAZIL (0.4); ARGENTINEAN IPSO FACTO ISSUE (0.2) .
HIESTAND NL	11/30/05	4.30	ATTEND TO MALAYSIAN SHARE ISSUE (0.8), OFFSET (0.8); ONDAS (1.4); GENERAL MATTERS (1.3) .
		<b>78.80</b>	
MARAFIOTI KA	11/21/05	0.30	WORK ON ISSUES RAISED BY AUSTRIAN RESTRUCTURING (0.3) .
MARAFIOTI KA	11/23/05	2.50	REVIEWED MOTION (1.1), PROPOSED ORDER (0.5), AND SUPPORTING DECLARATION (0.9) RE SHARE TRANSFER OF AUSTRIAN SUBSIDIARY.
		<b>2.80</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Total Partner</b>		<b>86.50</b>	
MATZ TJ	10/24/05	0.60	RESPONDING TO INQUIRY RE DELPHI KOREA CORPORATION AND NON-DEBTOR NOTICE OF COURT (0.6).
MATZ TJ	11/22/05	2.10	REVIEWING AND COMMENTING ON AUSTRIAN CONSOLIDATION MOTION (1.7); FOLLOW UP WORK AND DISCUSSIONS RE SAME (0.4).
MATZ TJ	11/23/05	2.50	FOLLOW UP TELECONFERENCE RE AUSTRIAN SUBSIDIARY MOTION FOR DEC. 16 HEARING (0.3); REVIEW AND REVISE AUSTRIAN SUBSIDIARY TRANSFER MOTION AND ORDER (1.0); FOLLOW-UP WORK AND DISCUSSIONS RE FINALIZING SAME (1.2).
MATZ TJ	11/30/05	0.90	TELECONFERENCE WITH M. SOMERSTEIN RE AUSTRIAN TAX REORGANIZATION MOTION (0.7); FOLLOW UP WORK RE SAME (0.2).
		<b>6.10</b>	
<b>Total Counsel</b>		<b>6.10</b>	
LOZANO P	10/10/05	1.50	REVIEW GENERAL CORPORATE QUESTIONS AND CORPORATE ACTIONS IN CONNECTION WITH NON-FILING SUBSIDIARIES (1.5).
LOZANO P	10/12/05	2.80	RESEARCH AND FOLLOW-UP IN CONNECTION WITH DOMESTIC SUBSIDIARIES THAT DID NOT FILE FOR CHAPTER 11 PROTECTION (2.8).
		<b>4.30</b>	
MEISLER RE	11/13/05	0.50	REVIEW AUSTRIAN RESTRUCTURING MEMO (0.4); TELECONFERENCE WITH K. CRAFT RE SAME (0.1).
MEISLER RE	11/18/05	0.40	ATTENTION TO ONDAS TRANSACTION (0.3); CONFERENCE WITH M. MCGUIRE RE SAME (0.1).
MEISLER RE	11/19/05	1.60	REVIEWED ONDAS TRANSACTION AND ANALYZED (1.2); TELECONFERENCE WITH D. DE ELIZALDE RE SAME (0.3); DRAFTED CORRESPONDENCE RE SAME (0.1).
MEISLER RE	11/20/05	0.30	TELECONFERENCE WITH L. HIESTAND RE ONDAS (0.1); ATTENTION TO SAME (0.2).
		<b>2.80</b>	
PILKINGTON C	10/09/05	7.80	DRAFTING PRESENTATIONS FOR EUROPEAN CUSTOMERS (2.1); ALL RELATED RESEARCH/ANALYSIS THERETO AND REVIEW ALL EUROPEAN MATERIAL (3.7); PREPARATION FOR AND ATTENDANCE AT VIDEO CONFERENCE (2.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PILKINGTON C	10/10/05	9.70	ATTENDING CONFERENCE CALL WITH COMPANY AND ADVISORS (0.3); REVIEW OF KOREAN DUE DILIGENCE RESULTS AND ADVICE TO L. HIESTAND (0.9); ANALYSIS OF KOREAN ENTITIES AND WHETHER ANY OPERATIONS/ASSETS SUBJECT TO CH 11 FILINGS (1.3); AMENDING EUROPEAN CUSTOMER PRESENTATION AND REVIEW ALL MATERIAL THERETO (1.1); REVIEW OF FINAL MEDIA PRESENTATION/DOCUMENTS TO ALL CONSTITUENCIES, INCLUDING CUSTOMERS, SUPPLIERS, VENDORS, ETC. (1.8); ANALYSIS/REVIEW OF FILED CH 11 COURT DOCUMENTS (2.3); REVIEW EUROPEAN PRESS REPORTS/ARTICLES (1.6); REVIEW S. MILLER'S EDITORIAL REVIEW MEETING ARTICLE (0.4).
PILKINGTON C	10/11/05	9.30	DRAFTING CUSTOMER PRESENTATION (4.9); TELECONFERENCE WITH L. HIESTAND THERETO (0.2) AND REVIEW OF ALL RELEVANT COMMUNICATIONS PACKAGES, PUBLIC INFORMATION AND CASE DETAILS (1.7); WRITTEN ADVICE TO J. PARSONS (DELPHI UK) RE THE EFFECTS OF CHAPTER 11 ON DEOC PENSIONS PLAN AND ONGOING FUNDING OF THE PLAN (0.9); TELECONFERENCE WITH CMS C. MCKENNA RE DEOC PENSIONS ISSUE (0.3); REVIEW "MORAL HAZARD"/PENSION ACT 2004 ANALYSIS ON DEOC PENSIONS SCHEME (1.3).
PILKINGTON C	10/12/05	3.80	TELECONFERENCE WITH L. HIESTAND AND AMENDING/DISTRIBUTING REVISED VERSION OF THE EUROPEAN CUSTOMER PRESENTATION (0.2); REVIEW OF AMENDED VERSION/COMMENTS OF S. GANT (3.6).
PILKINGTON C	10/13/05	3.00	REVIEW C. MCKENNA EMAIL RE DEOC PENSION FUND (0.3); RESEARCH/ANALYSIS ABILITY OF COMPANY TO REDUCE/CEASE PAYMENTS TO FUND (1.2); SUMMARY TO B. KATZ AND L. HIESTAND (0.2); DAILY TELECONFERENCE WITH COMPANY AND ALL ADVISORS (1.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PILKINGTON C	10/17/05	7.50	CONFERENCE CALL WITH COMPANY AND ALL ADVISORS (0.3); ANALYSIS OF ISSUES RE TRANSFER OF MALYSIAN SHARES TO NON-DEBTOR DELPHI ENTITY (0.8); REVIEW OF ALL CORRESPONDENCE AND ISSUES THERETO (0.4); ANALYSIS OF ADVICE RE ORDER AUTHORIZING PAYMENT OF PREPETITION OBLIGATIONS TO FOREIGN CREDITORS (0.4); ANALYSIS OF ISSUES RE LETTER FROM DELPHI AUSTRALIA TO QBE (0.4); REVIEW ALL CORRESPONDENCE THERETO (0.4); AMENDING/UPDATING INTERNATIONAL "KEY ISSUES" DOCUMENT IN LIGHT OF OVERSEAS DEVELOPMENTS (2.2); REVIEW OF EMAIL OF J. PARSONS AND SLAUGHTER AND MAY RE ADVICE TO EMPLOYEES ON DEOC PENSIONS MATTER (0.2); ANALYSIS OF ISSUES THERETO AND ADVICE (0.5); ANALYSIS OF ADVICE OF CAMERON MCKENNA (0.2); RESEARCH RE PENSIONS PROTECTION FUND APPLICATION IN UK (1.7).
PILKINGTON C	10/18/05	4.80	ATTENDING CONFERENCE CALL WITH COMPANY AND ALL ADVISORS (0.2); ATTENDING INTERNATIONAL CONFERENCE CALL WITH M. MCGUIRE AND REGIONAL LEGAL DELPHI HEADS (0.4); PREPARATION FOR SAME (1.2); REVIEW AND ANALYSIS OF RECLAMATION NOTICES/DEMANDS (1.7); REVIEW OF STATE STREET BANK AND TRUST CO. NOTICE OF STATUS AS SUBSTANTIAL EQUITY HOLDER AND NOTICE OF INTENT TO SELL, TRADE OR OTHERWISE TRANSFER AN EQUITY INTEREST (0.4); REVIEW FILE CORRESPONDENCE/EMAIL COMMUNICATIONS RE INTERNATIONAL ISSUES RELATING TO CUSTOMER/SUPPLIER CONCERNS (0.9).
PILKINGTON C	10/19/05	6.50	REVIEW OF RECLAMATION DEMANDS AND NOTICES AND ASSOCIATED CORRESPONDENCE (2.4); AMENDING INTERNATIONAL CONTINGENCY PLANNING KEY ISSUES SUMMARY DOCUMENT RE POST-FILING DEVELOPMENTS (2.7); REVIEW OF ISSUES RE RECLAMATION DEMAND AGAINST DEOC, FOLLOW UP WITH J. LYONS/T. MATZ AND REVIEW OF ALL CORRESPONDENCE THERETO (1.4).
PILKINGTON C	10/21/05	0.80	PREPARATION FOR AND ATTENDING INTERNATIONAL STATUS UPDATE CONFERENCE CALL (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PILKINGTON C	10/25/05	3.90	PREPARATION FOR AND ATTENDING INTERNATIONAL STATUS UPDATE CONFERENCE CALL (1.2); FOLLOW UP/SUMMARY EMAILS TO L. HIESTAND AND M. MCGUIRE (0.2); ANALYSIS OF SOLVENCY POSITIONS OF UK COMPANIES AND ISSUES RELATING TO SIGNING-OFF ON ANNUAL ACCOUNTS; EVALUATING POSITION/ISSUES RE DELPHI LOCKHEAD (1.6); ANALYSIS OF ISSUES RE CALYON (LOAN/SECURITIZATION FACILITY) AND LIAISON WITH L. HIESTAND RE SAME (0.9).
PILKINGTON C	10/26/05	5.80	REVIEW OF FINAL VERSIONS OF MEDIA BACKGROUND AND GUIDELINES FOR NON-US MANAGERS FOR ALL OVERSEAS JURISDICTIONS (1.8); REVIEW OF VARIOUS RECLAMATION NOTICES/DEMANDS AND ASSOCIATED CORRESPONDENCE (2.1); REVIEW OBJECTION TO FINANCING MOTIONS/INTERIM DIP ORDER ETC. (0.6); REVIEW LETTER OF ARMACELL RE QUERY ABOUT TERMS AGREEMENT (0.2); EMAIL ADVICE TO T. MATZ RE RECLAMATION DEMANDS AGAINST NON-US ENTITIES (0.4); TELECONFERENCE WITH B. KATZ/S. GAUT RE COURT CORRESPONDENCE WITH D. EUROPEAN ENTITIES AND DEOC EMPLOYEES AND PRACTICAL MEASURES (0.2); FOLLOW UP ADVICE AND CONFERENCE CALL WITH L. HIESTAND/B. KATZ (0.2); ANALYSIS OF ALL ISSUES THERETO (0.3).
PILKINGTON C	10/27/05	7.90	TELECONFERENCE WITH B. KATZ AND LEGAL RESEARCH RE WHETHER POST-PETITION DELIVERIES QUALIFY AS "ADMINISTRATIVE EXPENSES", ADVICE THERETO (1.3); ANALYSIS OF RIGHTS OF SET OFF OF NON-US DELPHI ENTITIES AGAINST DELPHI US RE PRE-PETITION PAYABLES/RECEIVABLES; EVALUATION OF ISSUES THERETO (0.5); REVIEW OF DELPHI CASE CORRESPONDENCE, INCLUDING (I) OBJECTIONS TO FINANCING ARRANGEMENTS; (II) OBJECTIONS BY UTILITIES TO CONTINUED SUPPLY WITHOUT FURTHER ASSURANCE; AND (III) QUERIES FROM INDIVIDUAL SHAREHOLDERS (2.9); ARRANGING AND PREPARATION FOR INTERNATIONAL TELECONFERENCE (0.6); REVIEW OF DEOC PENSION PLAN TRUSTEE LETTER (1.4); A REVIEW OF ISSUES THERETO AND DRAFTING RESPONSE FROM DELPHI (0.8); REVIEW ALL RELEVANT MATERIAL THERETO (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PILKINGTON C	10/28/05	6.70	AMENDING/DISTRIBUTING LETTER OF RESPONSE FROM DEOC TO PENSIONS TRUSTEE; REVIEW OF B. KATZ REVISED VERSION (1.3); REVIEW OF CORRESPONDENCE RE CONFIDENTIALITY AGREEMENT RELATING TO THE PROVISION OF INFORMATION ABOUT THE UK PENSION PLANS (0.7); PREPARATION FOR, AND ATTENDING, INTERNATIONAL STATUS UPDATE CALL (0.6); RESEARCH/ADVICE RE. SET-OFF BETWEEN PRE-PETITION SUPPLIER/AMOUNTS OWED BETWEEN DELPHI US/NON-US ENTITIES (2.3); UPDATING, INTERNATIONAL KEY ISSUES DOCUMENTS (1.8).
PILKINGTON C	10/31/05	3.00	ADVICE RE: ABILITY OF CUSTOMERS TO SET-OFF PRE-PETITION RECEIVABLES; ADVICE TO B. KATZ (1.3); REVIEW FILE CORRESPONDENCE INCLUDING ASSERTION OF LIEN AND LETTERS FROM DELPHI SHAREHOLDERS RE INDIVIDUAL SHARE HOLDINGS (1.7).
PILKINGTON C	11/01/05	4.80	REVIEW OF FINAL DIP ORDER (2.2); REVIEW OF FILE CORRESPONDENCE (0.9); REVIEW OF ISSUES/BACKGROUND TO CALYON NEGOTIATIONS AND ANALYSIS OF POSITION (0.9); REVIEW OF SET-OFF ISSUES FOR NON-US DELPHI ENTITIES (0.8).
PILKINGTON C	11/02/05	1.10	DRAFTING INTERNATIONAL UPDATE NOTE (1.1).
PILKINGTON C	11/03/05	2.60	REVIEW FILE CORRESPONDENCE (1.1) TELECONFERENCE WITH L. HIESTAND RE. STATUS OF INTERNATIONAL MATTERS (0.3); ADVICE RE M. MCGUIRE RE. INTER-CO TRANSACTIONS TO BE COVERED BY "DE MINIMIS" MOTION (1.2).
PILKINGTON C	11/04/05	1.90	LOCATING ADVICE ON INTERCOMPANY TRANSACTIONS COVERED/ NOT COVERED BY THE "DE MINIMIS" ASSET MOTION (0.8); REVIEW OF FILE CORRESPONDENCE (DISTRIBUTION LIST MATERIAL) (1.1).
PILKINGTON C	11/08/05	0.80	FOLLOW UP RE RECLAMATION CLAIMS AGAINST OVERSEAS ENTITIES (0.8).
PILKINGTON C	11/09/05	3.10	REVIEW OF M. MCGUIRE MEMO RE. DE MINIMIS DIVESTURES/INVESTMENTS AND ANALYSIS OF ISSUES (1.4); REVIEW OF EUROPEAN/EOC RECLAMATION DEMAND ISSUES AND LIAISON WITH M. MICHELI (0.8); REVIEW ALL FILE CORRESPONDENCE (DISTRIBUTION LIST) (0.9).
PILKINGTON C	11/10/05	2.80	REVIEW OF FILE CORRESPONDENCE (DISTRIBUTION LIST MATERIAL) (0.7); ANALYSIS AND UPDATE OF ONGOING INTERNATIONAL PLANNING ISSUES (2.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PILKINGTON C	11/22/05	4.90	REVIEW CORRESPONDENCE RE US/NON-US SUBS PRE/POST-PETITION SET-OFF RECEIVABLES ISSUES (1.2); TELECONFERENCE WITH L. Hiestand RE THE SAME (0.2); ANALYSIS (ADVICE TO J. PARSONS RE SIGNING SOLVENCY CERTIFICATE FOR UK SUBSIDIARIES (1.6); REVIEW OF DRAFT LETTER FROM UK PENSIONS GROUP TO UK EMPLOYEES RE DEOC PENSIONS PLAN (1.3); LIAISON WITH L. Hiestand/K. WEBSTER AND AMENDING/DISTRIBUTING REVISED VERSION (0.6).
PILKINGTON C	11/23/05	3.90	REVIEW OF DISTRIBUTION LIST FILE CORRESPONDENCE (2.8); REVIEW/ANALYSIS OF INTERCOMPANY SET-OFF ISSUES AND REVIEW OF CASH MANAGEMENT AGREEMENT (1.1).
PILKINGTON C	11/25/05	1.80	REVIEW OF DISTRIBUTION LIST FILE CORRESPONDENCE, INCLUDING TRANSCRIPTS OF THE MOTION BEFORE COURT (1.8).
PILKINGTON C	11/28/05	1.90	REVIEW/ANALYSIS OF ALL CORRESPONDENCE THE ONDAS ISSUE; DRAFTING SUMMARY OF THE SAME (1.9).
PILKINGTON C	11/29/05	3.20	REVIEW OF DISTRIBUTION LIST CORRESPONDENCE, INCLUDING CASE ADMINISTRATION BINDER (2.1); REVIEW OF ISSUES/CORRESPONDENCE RE TRANSFER OF DELPHI MALAYSIA SHARES/BANKRUPTCY COURT APPROVAL ISSUES; BACKGROUND RESEARCH THERETO (1.1).
PILKINGTON C	11/30/05	1.90	DRAFTING SUMMARY OF ONDAS ISSUE AND "ORDINARY COURSE OF BUSINESS" ANALYSIS (1.7); REVIEW DISTRIBUTION LIST CORRESPONDENCE (0.2).
		<b>115.20</b>	
TOUSSI S	11/15/05	1.60	EDIT AND REVISE PAGES RE PROPOSED AUSTRIAN TAX CONSOLIDATION MOTION (1.2), FOLLOW-UP ISSUES RE SAME (0.4).
TOUSSI S	11/18/05	1.70	ADDRESS ISSUES RE MOTION RE CONSOLIDATION OF AUSTRIAN SUBSIDIARIES (0.5), DRAFT AND REVISE MOTION AND SUPPORTING DOCUMENTS (1.2).
TOUSSI S	11/21/05	5.10	DRAFT AND REVISE MOTION TO TRANSFER SHARES AND MERGE AUSTRIAN SUBSIDIARIES (3.0); RESEARCH ISSUES RE SAME (1.0); ADDRESS AND RESOLVE ISSUES RE EVIDENCE, PROCESS AND NOTICE ISSUES (1.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	11/22/05	7.60	EDIT AND REVISE MOTION TO APPROVE TRANSFER OF SHARES AND MERGER OF AUSTRIAN HOLDING COMPANIES (1.8); RESEARCH ISSUES RE SAME (1.5); DRAFT, EDIT AND REVISE PROPOSED ORDER, AFFIDAVIT OF R. SPARKS IN SUPPORT OF MOTION (2.5); VARIOUS TELECONFERENCE RE SAME (0.6), INCORPORATE COMMENTS FROM VARIOUS PEOPLE (1.2).
TOUSSI S	11/23/05	6.80	EDIT AND REVISE MOTION TO CONSOLIDATE AUSTRIAN SUBSIDIARIES (1.7); ADDRESS INTERNAL AND IN-HOUSE COMMENTS (1.3); INCORPORATE SAME INTO MOTION PAPERS (1.6); EDIT AND REVISE AFFIDAVIT IN SUPPORT OF MOTION, PROPOSED ORDER AND NOTICE (1.3); FOLLOW-UP ISSUES WITH B. SPARKS RE HIS AFFIDAVIT (0.9).
TOUSSI S	11/30/05	1.50	PREPARE FOR MEETING RE AUSTRIAN SUB CONSOLIDATION MOTION (0.8); MEETING WITH IN-HOUSE AND CREDITORS' COMMITTEE ADVISORS TO DISCUSS SAME (0.7).
		24.30	
Total Associate		146.60	
TOTAL TIME		<u>239.20</u>	
CLIENT TOTAL		<u>9393.70</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Global Subsidiaries (Non-US)**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	10/14/05	Copy Center, D	17.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$17.00</b>
Telephone Expense	10/13/05	Telecommunications, D	81.07
Telephone Expense	10/28/05	Telecommunications, D	0.53
Telephone Expense	10/28/05	Telecommunications, D	8.01
Telephone Expense	10/28/05	Telecommunications, D	0.73
Telephone Expense	10/28/05	Telecommunications, D	2.25
Telephone Expense	10/28/05	Telecommunications, D	3.24
Telephone Expense	10/28/05	Telecommunications, D	0.58
Telephone Expense	10/28/05	Telecommunications, D	43.61
Telephone Expense	11/11/05	Telecommunications, D	23.02
Telephone Expense	11/14/05	Telecommunications, D	23.43
Telephone Expense	11/23/05	Telecommunications, D	0.68
Telephone Expense	11/23/05	Telecommunications, D	0.26
Telephone Expense	11/23/05	Telecommunications, D	1.79
Telephone Expense	11/23/05	Telecommunications, D	3.28
Telephone Expense	11/23/05	Telecommunications, D	0.50
Telephone Expense	11/23/05	Telecommunications, D	0.02
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$193.00</b>
Postage	11/08/05	Dist Serv/Mail/Page, D	28.00
		<b>TOTAL POSTAGE</b>	<b>\$28.00</b>
Vendor Hosted Teleconferencing	10/31/05	LegalConnect	161.53
Vendor Hosted Teleconferencing	10/31/05	LegalConnect	289.44
Vendor Hosted Teleconferencing	11/30/05	LegalConnect	294.03
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$745.00</b>
Telephone - Long Distance	11/24/05	Hiestand NL	14.00

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
		<b>TOTAL TELEPHONE - LONG DISTANCE</b>	<b>\$14.00</b>
Air/Rail Travel (external)	10/10/05	Ian Allan Travel Ltd.	413.81
Air/Rail Travel (external)	10/12/05	Ian Allan Travel Ltd.	610.53
Air/Rail Travel (external)	11/15/05	Ian Allan Travel Ltd.	-356.34
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$668.00</b>
Out-of-Town Travel	10/09/05	Hiestand NL	65.19
Out-of-Town Travel	10/09/05	Hiestand NL	20.03
Out-of-Town Travel	10/11/05	Hiestand NL	47.42
Out-of-Town Travel	10/12/05	Hiestand NL	1,600.21
Out-of-Town Travel	10/12/05	Hiestand NL	47.42
Out-of-Town Travel	10/25/05	Pilkington C	65.73
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$1,846.00</b>
Other Professional Fees	10/21/05	Kim & Chang	2,499.00
		<b>TOTAL OTHER PROFESSIONAL FEES</b>	<b>\$2,499.00</b>
Out-of-Town Meals	10/09/05	Hiestand NL	6.63
Out-of-Town Meals	10/11/05	Hiestand NL	6.27
Out-of-Town Meals	10/12/05	Hiestand NL	165.82
Out-of-Town Meals	10/12/05	Hiestand NL	6.28
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$185.00</b>
Telco-Non Astra	11/14/05	Telecommunications, D	6.00
		<b>TOTAL TELCO-NON ASTRA</b>	<b>\$6.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Wireless - Mobile/Cellular/Pager	10/31/05	Hiestand NL	679.81
Wireless - Mobile/Cellular/Pager	11/24/05	Hiestand NL	46.19
<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>			<b>\$726.00</b>
<b>TOTAL MATTER</b>			<b>\$6,927.00</b>
<b>TOTAL CLIENT</b>			<b>\$379,033.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Global Subsidiaries (Non-US)

Bill Date: 01/31/06  
Bill Number: 1092991

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	12/01/05	0.20	EMAILS FROM/TO M. MCGUIRE RE PROPOSED AUSTRIAN RESTRUCTURING TRANSACTION (0.2).
BUTLER, JR. J	12/02/05	0.30	EMAILS AND ANALYSIS RE PROPOSED MALAYSIAN RESTRUCTURING TRANSACTION (0.3).
BUTLER, JR. J	12/03/05	0.20	EMAILS AND ANALYSIS RE PROPOSED MALAYSIAN RESTRUCTURING TRANSACTION (0.2).
BUTLER, JR. J	12/04/05	0.30	EMAILS AND ANALYSIS RE PROPOSED MALAYSIAN RESTRUCTURING TRANSACTION (0.3).
BUTLER, JR. J	12/05/05	0.30	REVIEW UCC DUE DILIGENCE REQUEST ON AUSTRIAN INTERCOMPANY TRANSACTIONS AND FOLLOW-UP ON SAME AT COMPANY IN TROY (0.3).
BUTLER, JR. J	12/11/05	0.30	REVIEW EMAILS FROM R. O 'NEAL AND R. REMENAR RE CAPITAL CONTRIBUTIONS AND RELATED MATTERS FOR SPANISH AND OTHER SUBSIDIARIES (0.3).
BUTLER, JR. J	12/13/05	0.30	CONTINUE TO REVIEW UCC STATEMENT RE AUSTRIAN RESTRUCTURING AND POTENTIAL RESPONSE (0.3).
		<b>1.90</b>	
HIESTAND NL	12/01/05	3.90	PREPARE FOR AND ATTEND CALL WITH INTERNATIONAL COUNSEL TO DISCUSS ISSUES (2.3); FOLLOW UP RE SETTLEMENT, OFFSET, ORDINARY COURSE TRANSACTIONS (1.6).
HIESTAND NL	12/02/05	3.30	PREPARE ANALYSIS OF MALAYSIAN SHARES ISSUE; SETTLEMENT (1.6); PREPARE AND ATTEND CALL WITH SENIOR ADVISERS (1.7).
HIESTAND NL	12/05/05	1.80	ATTEND TO SETTLEMENT AND SHARE TRANSFERS (1.8).
HIESTAND NL	12/06/05	0.60	ATTEND TO SETTLEMENT, MALAYSIAN (0.6).
HIESTAND NL	12/07/05	1.60	MALAYSIAN SHARES ANALYSIS; SETTLEMENT ANALYSIS, OFFSET (1.6).
HIESTAND NL	12/08/05	5.10	CONTINUED WORK ON MALAYSIA (2.2); OFFSETS (0.7); CHINA TRANSACTION (1.3); REVIEW UCC MATERIALS (0.9).
HIESTAND NL	12/09/05	0.80	ATTEND TO ISSUES RE. DEMINIMIS SALE (0.4) CHINA SALE (0.4); OTHERS.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HIESTAND NL	12/12/05	1.40	ATTEND TO PENSION ISSUES (0.4); DE MINIMIS SALE PROCEDURES (0.4); AUSTRIAN ISSUES (0.6).
HIESTAND NL	12/13/05	4.90	CONFERENCE CALL WITH CLIENT RE SALES (CATALYST) AGREEMENT (1.3); PREPARATION AND FOLLOW UP (1.7); OTHER MATTERS (1.9).
HIESTAND NL	12/14/05	4.50	ATTEND TO ACM DECISION (0.8); PREPARE FOR AND FOLLOW UP RE FRANCE MATTER; ATTEND CALL (1.5); CONTINUED REVIEW AND WORK IN SETTLEMENT ISSUES (1.8); MALAYSIAN JV (0.4).
HIESTAND NL	12/15/05	1.60	ATTEND TO MALAYSIA ISSUE (0.8) SET OFF (0.8).
HIESTAND NL	12/16/05	3.20	ATTEND STATUS CALL (2.3); OFFSET (0.9).
HIESTAND NL	12/19/05	3.30	ANALYSIS REVIEW AND NUMEROUS CALLS RE SBERBANK (3.3); MEETING WITH B. DANGREMOND TO DISCUSS S EUROPEAN ISSUES.
HIESTAND NL	12/20/05	0.60	CONTINUED WORK ON DHJB OFFSET ISSUE (0.6).
HIESTAND NL	12/21/05	1.20	CONTINUED ATTENTION TO ISSUES (1.2).
HIESTAND NL	12/22/05	0.40	ATTENTION TO BRAZILIAN FEE ISSUES (0.4).
HIESTAND NL	12/23/05	0.40	ATTENTION TO BRAZILIAN FEE ISSUES (0.4).
HIESTAND NL	12/26/05	2.30	ANALYZE AND HAVE CONFERENCE CALL WITH BRAZIL RE NETTING WITH FOLLOW UP (1.7); ATTEND TO OTHER ISSUES INCLUDING TRANSLATION, ETC. (0.6).
HIESTAND NL	12/28/05	0.70	REVIEW VARIOUS ISSUES IN CONNECTION WITH MEETING (0.7).
HIESTAND NL	12/30/05	0.80	ATTEND TO BRAZILIAN ISSUES (0.8).
		<b>42.40</b>	
MARAFIOTI KA	12/05/05	0.50	ANALYZE ISSUES RE AUSTRIAN TAX RESTRUCTURING (0.1) AND COMMITTEE DUE DILIGENCE REQUEST (0.4).
MARAFIOTI KA	12/06/05	0.40	REVIEWED PROPOSED RESPONSES TO LATHAM INFORMAL DOCUMENT DISCOVERY RE AUSTRIAN RESTRUCTURING (0.3); TELECONFERENCE WITH J. SHEEHAN RE AUSTRIAN RESTRUCTURING (0.1).
MARAFIOTI KA	12/07/05	1.40	WORK ON ISSUES RE AUSTRIAN TAX RESTRUCTURING (1.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	12/08/05	0.20	CORRESPONDENCE FROM AND TO PBGC RE AUSTRIAN TAX RESTRUCTURING (0.1) AND FOLLOW UP WITH COMMITTEE RE SAME (0.1).
MARAFIOTI KA	12/12/05	0.20	WORK ON ISSUES RE AUSTRIAN RESTRUCTURING (0.2).
MARAFIOTI KA	12/13/05	0.20	TELECONFERENCE WITH R. EISENBERG RE AUSTRIAN RESTRUCTURING (0.2).
MARAFIOTI KA	12/14/05	0.40	CORRESPONDENCE TO PARTIS RE AUSTRIAN TAX RESTRUCTURING AND WAIVER OF HEARING (0.1); CORRESPONDENCE WITH J. SHEEHAN RE SAME (0.1); FOLLOW UP (0.2).
MARAFIOTI KA	12/15/05	0.20	ANALYZE REPORTING ISSUES RE INTER-COMPANY LOANS (0.2).
MARAFIOTI KA	12/19/05	0.10	ANALYZE BRAZILIAN SETOFF ISSUE (0.1).
MARAFIOTI KA	12/20/05	0.60	RESEARCH BRAZILIAN SETOFF ISSUES (0.3); ANALYZE EQUITY CONTRIBUTION ISSUES RE FURAKAWA (0.3).
MARAFIOTI KA	12/21/05	0.20	CORRESPONDENCE RE AUSTRIAN RESTRUCTURING ORDER (0.2).
MARAFIOTI KA	12/30/05	1.30	WORK ON CORRESPONDENCE RE AUSTRIAN RESTRUCTURING (1.3).
		<b>5.70</b>	
<b>Total Partner</b>		<b>50.00</b>	
MATZ TJ	12/01/05	0.80	PARTICIPATE IN CONFERENCE CALL RE INTERNATIONAL ISSUES (0.8).
MATZ TJ	12/13/05	2.30	WORK ON POSSIBLE RESPONSE RE AUSTRIAN SUBSIDIARY MOTION AND REVIEW MATERIAL IN RESPECT THEREOF (1.6); REVIEW AND COMMENT ON DRAFT RESPONSE TO CREDITORS' COMMITTEE STATEMENT (0.7).
MATZ TJ	12/14/05	1.60	CONTINUING WORK RE POSSIBLE REPLY RE AUSTRIAN SUBSIDIARY MOTION (0.8); TELECONFERENCES AND CORRESPONDENCE WITH CHAMBERS AND PARTIES IN INTEREST RE SAME (0.8).
		<b>4.70</b>	
<b>Total Counsel</b>		<b>4.70</b>	
DE ELIZALDE D	12/01/05	2.80	ANALYSIS OF THE ONDAS AGREEMENT (2.8).
		<b>2.80</b>	
HERRIOTT AV	12/14/05	4.40	BEGIN ADDRESSING POTENTIAL SETTLEMENT ISSUE AND BEGIN PREPARING RELATED PLEADINGS (4.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	12/15/05	2.40	CONTINUE ANALYZING BRAZILIAN LITIGATION ISSUE AND DRAFTING CONTINGENCY MOTION (2.4).
		6.80	
MEISLER RE	12/14/05	2.60	EVALUATE POTENTIAL SETTLEMENT WITH CITIBANK BRAZIL (0.5); REVIEWED AND COMMENTED ON DRAFT OF PLEADINGS RE SAME (1.7); ATTENTION TO HEARING RE AUSTRIAN RESTRUCTURING MOTION (0.4).
MEISLER RE	12/15/05	1.20	EVALUATE CITIBANK BRAZIL SETTLEMENT TERMS AND ANALYZED SAME (0.6); TELECONFERENCE WITH L. HIESTAND, C. PILKINGTON AND A. HERRIOTT RE SAME (0.5); FOLLOW-UP WITH A. HERRIOTT RE SAME (0.1).
MEISLER RE	12/20/05	0.30	EVALUATE CITIBANK BRAZIL SETTLEMENT (0.3).
MEISLER RE	12/21/05	0.40	EVALUATE COMPANY INQUIRY RE PAYMENT OF LEGAL FEES IN CONNECTION WITH CITIBANK BRAZIL SETTLEMENT (0.4).
MEISLER RE	12/30/05	0.20	TELECONFERENCE WITH L. HIESTAND RE CITIBANK BRAZIL (0.2).
		4.70	
PILKINGTON C	12/01/05	2.00	PREPARATION FOR AND ATTENDANCE ON INTERNATIONAL UPDATE CALL; SUMMARY OF KEY POINTS TO L. HIESTAND (1.3); REVIEW DISTRIBUTION LIST CORRESPONDENCE (0.7).
PILKINGTON C	12/02/05	2.80	REVIEW OF DISTRIBUTION LIST CORRESPONDENCE (1.2); DRAFTING BULLET POINT SUMMARY OF MALAYSIAN SHARE TRANSFER ISSUES FOR CREDITORS' COMMITTEE PRESENTATION (1.6).
PILKINGTON C	12/03/05	2.40	DRAFTING AND AMENDING MALAYSIAN SHARE TRANSFER SUMMARY; REVIEW KEY MATERIAL THERETO (2.4).
PILKINGTON C	12/05/05	2.80	REVIEW OF CORRESPONDENCE RE MALAYSIAN SHARE TRANSFER ISSUE (0.8); REVIEW OF CORRESPONDENCE RE DHB LITIGATION SETTLEMENT AND FOLLOW UP (1.1); REVIEW OF DISTRIBUTION LIST CORRESPONDENCE (0.9).
PILKINGTON C	12/06/05	2.30	PREPARATION OF MEMO RE DHB/CITIBANK SETTLEMENT ISSUE AND ALL DUE DILIGENCE THERETO (2.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PILKINGTON C	12/07/05	2.30	REVIEW DISTRIBUTION LIST FILE CORRESPONDENCE (0.7); REVIEW/ANALYSIS/FOLLOW UP ON ISSUES RE DHB/CITIBANK BRAZIL SETTLEMENT (1.2); ARRANGING/ANALYSIS ISSUES RE INTERNATIONAL UPDATE CONFERENCE CALL (0.4).
PILKINGTON C	12/09/05	6.20	REVIEW/ANALYSIS OF CONTRACT TRANSFERRING DEH'S 50% SHARE IN CHINESE JV TO JOINT VENTURE PARTNER; COMMENTS ON THE SAME (2.1); ADVICE AND ANALYSIS OF PROPOSAL FOR MALAYSIAN JV PARTNER TO TRANSFER ITS SHARES TO KOREAN ENTITY; ADVICE RE NECESSARY COMMENTS AND BANKRUPTCY COURT / VCC APPROVALS; TELEPHONE CALL WITH R. MEISLER RE THE SAME (1.7); REVIEW ALL BACKGROUND BANKING/ASSIGNMENT DOCUMENTS RE THE SETTLEMENT BETWEEN DHB AND CITIBANK BRAZIL; SUMMARY TO L. HIESTAND (2.4).
PILKINGTON C	12/13/05	7.30	REVIEW OF UCC MEETING PRESENTATION SLIDES (8/9 DECEMBER 2005) (1.9); REVIEW/ANALYSIS OF CORRESPONDENCE RE TRANSFER OF MALAYSIAN SHARES AND ALL ISSUES THERETO (1.8); REVIEW/ANALYSIS OF CORRESPONDENCE RE TRANSFER OF SHARES IN CHINESE JV AND ALL ISSUES THERETO (1.6); REVIEW ONGOING TASK LIST ISSUES AND SUMMARY OF INTERNATIONAL ISSUES TO T. MATZ AND R. MEISLER (1.1); REVIEW/ANALYSIS OF CORRESPONDENCE RE DE MINIMIS DIVESTURES/INVESTMENTS AND ALL ISSUES THERETO (0.9).
PILKINGTON C	12/14/05	5.80	REVIEW OF DISTRIBUTION LIST FILE CORRESPONDENCE (1.4); PREPARATION OF A MEMORANDUM RE FACTUAL BACKGROUND TO THE CITIBANK/DHB SETTLEMENT ISSUE; ANALYSIS OF ALL ISSUES/CORRESPONDENCE THERETO (4.2); ADVICE R. MEISLER RE CURRENT STATUS OF DELPHI MALAYSIA ISSUE (0.2).
PILKINGTON C	12/15/05	5.40	REVIEW OF DISTRIBUTION LIST FILE CORRESPONDENCE (0.8); REVIEW OF ALL COMMUNICATIONS RE DMB SETTLEMENT REVIEW OF DRAFT MOTION AND COMMENTS THEREON; TELECONFERENCE WITH R. MEISLER/A. HERRIOTT, ALL ISSUES AND COMMUNICATIONS THERETO (3.1); ANALYSIS OF ALL ISSUES/CORRESPONDENCE RE INTER-COMPANY SET-OFF; TELECONFERENCE WITH R. BAXTER; ATTENDANCE NOTE OF THE SAME (1.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PILKINGTON C	12/16/05	3.80	REVIEW OF 29 NOVEMBER HEARING TRANSCRIPT (1.9); REVIEW/ANALYSIS OF ALL CORRESPONDENCE AND DOCUMENTATION ON DHB/CITIBANK SETTLEMENT ISSUE (1.9).
PILKINGTON C	12/19/05	1.80	REVIEW DISTRIBUTION LIST FILE CORRESPONDENCE (1.8).
PILKINGTON C	12/20/05	2.50	REVIEW STATUS OF DE MINIMIS DIVESTITURES/INVESTMENT ISSUES AND ALL CORRESPONDENCE THERETO (1.3); REVIEW ONGOING ISSUES/CORRESPONDENCE RE DHB/CITIBANK SETTLEMENT (1.2).
PILKINGTON C	12/21/05	4.70	REVIEW DISTRIBUTION LIST FILE CORRESPONDENCE (1.2); REVIEW/ANALYSIS OF ALLIED SET-OFF ISSUES AND BRAZIL/DAS LLC SET-OFF QUERY (0.9); REVIEW TANK LIST INTERNATIONAL ISSUES AND UPDATE ADVICE TO T. MATZ/R. MEISLER (1.9); REVIEW OBJECTIONS/MOTIONS FOR S/1/06 HEARING (0.7).
PILKINGTON C	12/22/05	2.90	ANALYSIS OF UK PENSIONS POSITION (1.1); ANALYSIS OF ISSUES RE SOLVENCY POSITIONS/FUNDING REQUIREMENTS OF EUROPEAN SUBS (1.8).
PILKINGTON C	12/23/05	1.50	REVIEW OF DE MINIMUS DIVESTITURES/INVESTMENT ISSUES AND ALL OUTSTANDING INTERNATIONAL MATTERS (1.5).
		<b>56.50</b>	
TOUSSI S	12/01/05	1.60	TELECONFERENCE WITH PBGC TO DISCUSS AUSTRIAN SUB CONSOLIDATION MOTION AND TO ADDRESS PBGC CONCERNS (0.6); FOLLOW-UP ISSUES RE DOCUMENTS RE SAME (0.7); VARIOUS DISCUSSION RE SAME (0.3).
TOUSSI S	12/02/05	1.20	ADDRESS ISSUES RE AUSTRIAN SUB CONSOLIDATION (0.4); REVIEW DOCUMENTS PRIOR TO DISTRIBUTION TO CREDITORS' COMMITTEE AND PBGC (0.5); VARIOUS CORRESPONDENCE RE SAME (0.3).
TOUSSI S	12/05/05	1.00	ADDRESS ISSUES RE AUSTRIAN SUB CONSOLIDATION AND PROVIDING INFORMATION TO THE PBGC AND COMMITTEE (1.0).
TOUSSI S	12/06/05	2.00	REVIEW COMMITTEE'S INFORMATION REQUEST RE AUSTRIAN SUBSIDIARY CONSOLIDATION MOTION (0.3); PREPARE RESPONSE TO SAME (1.0); REVIEW MATERIALS TO BE FORWARDED TO THE COMMITTEE AND PBGC AND PREPARE SAME FOR DISTRIBUTION (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	12/08/05	0.80	ADDRESS ISSUES RE AUSTRIAN SUB CONSOLIDATION MOTION AND POTENTIAL OBJECTION BY PARTIES (0.6); ADDRESS DUE DILIGENCE ISSUES RE SAME (0.2) .
TOUSSI S	12/09/05	1.90	DISCUSS AUSTRIAN SUB CONSOLIDATION MOTION (0.7); REVIEW COMMITTEE STATEMENT IN RESPONSE TO SAME AND DRAFT RESPONSE (1.2) .
TOUSSI S	12/12/05	1.50	ADDRESS ISSUES RE AUSTRIAN SUBSIDIARY CONSOLIDATION MOTION (0.5); DRAFT PROPOSED RESPONSE TO COMMITTEE'S STATEMENT (1.0) .
TOUSSI S	12/13/05	3.00	EDIT AND REVISE RESPONSE TO COMMITTEE'S STATEMENT ON THE AUSTRIAN SUB CONSOLIDATION MOTION (2.5); VARIOUS CORRESPONDENCE WITH COMPANY RE SAME (0.5) .
TOUSSI S	12/14/05	1.80	PREPARE PROFFER AND Q/A FOR AUSTRIAN SUB CONSOLIDATION MOTION (1.0); VARIOUS TELECONFERENCE RE SAME (0.8) .
TOUSSI S	12/19/05	0.30	ADDRESS AND RESOLVE ISSUES RE AUSTRIAN SUB MOTION (0.3) .
		15.10	
<b>Total Associate</b>		85.90	
<b>TOTAL TIME</b>		<u>140.60</u>	
 <b>CLIENT TOTAL</b>		 <u>4499.30</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Global Subsidiaries (Non-US)**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	12/15/05	Telecommunications, D	7.10
Telephone Expense	12/29/05	Telecommunications, D	4.21
Telephone Expense	12/29/05	Telecommunications, D	6.76
Telephone Expense	12/29/05	Telecommunications, D	0.93
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$19.00</b>
Postage	12/14/05	Dist Serv/Mail/Page, D	2.00
		<b>TOTAL POSTAGE</b>	<b>\$2.00</b>
Vendor Hosted Teleconferencing	12/31/05	LegalConnect	231.00
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$231.00</b>
		<b>TOTAL MATTER</b>	<b>\$252.00</b>
		<b>TOTAL CLIENT</b>	<b>\$95,620.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Global Subsidiaries (Non-US)

Bill Date: 02/28/06  
Bill Number: 1108418

NAME	DATE	HOURS	DESCRIPTION
HIESTAND NL	01/06/06	2.30	PREPARE FOR AND FOLLOW UP TO TELECONFERENCE AND MEETING WITH SENIOR ADVISORS (2.3).
HIESTAND NL	01/09/06	0.70	ATTEND TO SALES NOTICE, LEGAL FEES ISSUE (0.7).
HIESTAND NL	01/10/06	0.20	BRAZIL LEGAL FEES ISSUE (0.2).
HIESTAND NL	01/11/06	0.20	MISCELLANEOUS MATTERS (0.2).
HIESTAND NL	01/12/06	0.20	ATTEND TO BRAZIL (0.2).
HIESTAND NL	01/13/06	1.60	PREPARE FOR AND ATTEND SENIOR MEETING (1.6).
HIESTAND NL	01/17/06	0.40	REVIEW OPEN ISSUES (0.4).
HIESTAND NL	01/20/06	3.40	REVIEW SALE OF JT VENTURE ISSUES (1.1); TELECONFERENCE WITH SENIOR STAFF (1.5); REVIEW INVESTMENT POLICY MEMO (0.8).
HIESTAND NL	01/23/06	0.30	REVIEW JOINT VENTURE INQUIRIES (0.3).
HIESTAND NL	01/24/06	1.70	RESPOND TO ISSUES RE JOINT VENTURE SALE, OFFSET (1.7).
HIESTAND NL	01/25/06	2.10	CONTINUED REVIEW OF SALE ISSUES (2.1).
HIESTAND NL	01/27/06	2.60	PREPARE FOR AND ATTEND SENIOR ADVISOR TELECONFERENCE (1.8); REVIEW OF MEXIAN AND SET OFF ISSUES (0.8).
HIESTAND NL	01/30/06	3.40	PREPARE FOR AND ATTEND TELECONFERENCE RE MEXICO SET OFF ISSUES (0.9); CONTINUED REVIEW OF JV ISSUE (1.9); REVIEW MOR (0.6).
HIESTAND NL	01/31/06	2.20	CONTINUED CORRESPONDENCE WITH CLIENT AND WORK OR INSIDER ISSUE (2.2).
		<b>21.30</b>	
LYONS JK	01/30/06	2.00	CONFERENCE WITH FTI RE DEVELOPMENTS AND STRATEGIES RE GLOBAL RESTRUCTURING MATTERS (2.0).
		<b>2.00</b>	
MARAFIOTI KA	01/06/06	0.40	CONSIDER FURUKAWA EQUITY INFUSION (0.4).
MARAFIOTI KA	01/12/06	0.50	REVIEW CORRESPONDENCE RE DELPHI FURUKAWA AND ANALYZE SAME (0.5).
MARAFIOTI KA	01/16/06	0.40	CONSIDER ISSUES RE SUIT AGAINST CONDURA AND OTHER INVESTMENTS (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	01/27/06	0.20	ANALYZE ISSUES RE FURUKAWA EQUITY INFUSION (0.2).
MARAFIOTI KA	01/30/06	0.50	ANALYZE ISSUES IN CONNECTION WITH POTENTIAL SALE OF INTEREST OF DELCO ELECTRONICS HOLDING TO JOINT VENTURE PARTNER (0.5).
MARAFIOTI KA	01/31/06	0.20	REVIEWED CORRESPONDENCE RE PROJECT DISH (0.2).
		<b>2.20</b>	
<b>Total Partner</b>		<b>25.50</b>	
MEISLER RE	01/02/06	3.60	WORKED ON DELPHI FURUKAWA EQUITY INVESTMENT AND ALTERNATIVES RELATED THERETO, INCLUDING REVIEW OF CASH MANAGEMENT AND DIP ORDERS AND CORPORATE ORGANIZATIONAL DOCUMENTS (3.6).
MEISLER RE	01/04/06	2.40	CONTINUED ATTENTION TO DELPHI FURUKAWA MATTER (0.5) AND OTHER EQUITY INVESTMENT/CAPITAL EXPENDITURE MATTERS (0.3); TELECONFERENCE WITH S. CORCORAN RE SAME (0.1); TELECONFERENCE WITH E. HOFIUS RE SAME (0.1); TELECONFERENCE WITH M. MCGUIRE RE SAME (0.3); PARTICIPATE ON TELECONFERENCE WITH COMPANY RE DELPHI FURUKAWA (0.7); REVIEW EMAIL CORRESPONDENCE RE PBR (0.3); TELECONFERENCE WITH K. CRAFT RE SAME (0.1).
MEISLER RE	01/06/06	0.70	TELECONFERENCE WITH M. MCGUIRE RE DELPHI FURUKAWA (0.3); TELECONFERENCE WITH K. MARAFIOTI RE SAME (0.4).
MEISLER RE	01/16/06	0.20	CONFERENCE WITH K. MARAFIOTI RE EQUITY INVESTMENTS (0.2).
MEISLER RE	01/20/06	0.40	CONFERENCE WITH L. Hiestand RE NEAR TERM STRATEGY (0.4).
MEISLER RE	01/23/06	0.20	TELECONFERENCE WITH M. DENSMORE RE DELPHI FURUKAWA (0.2).
MEISLER RE	01/26/06	0.20	CONFERENCE WITH J. SHEEHAN, R. BAXTER, AND M. MCGUIRE RE DELPHI FURUKAWA (0.2).
MEISLER RE	01/30/06	0.60	ANALYSIS OF DELPHI MEXICO M.UP INQUIRY (0.4); TELECONFERENCE WITH WORKING GROUP RE SAME (0.2).
		<b>8.30</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PILKINGTON C	01/09/06	7.10	REVIEW OF DISTRIBUTION LIST FILE CORRESPONDENCE (2.6); ANALYSIS OF ISSUES RE SALE OF SHARES IN CHINESE JV TO JV PARTNER (1.6); DRAFTING NOTICE OF SALE RE SALE OF SHARES IN CHINESE JV AND DISTRIBUTION TO T. MATZ (2.9).
PILKINGTON C	01/10/06	3.10	REVIEW OF UPDATED CASE ACTION LIST (1.8); PURSUING MATTERS RE DHB SETTLEMENT AND PAYMENT OF FEES OF CITIBANK (1.3).
PILKINGTON C	01/11/06	5.90	REVIEW OF REVISED CASE CALENDAR (1.2); ISSUES RE SALE OF SHARES IN CHINESE JV AND FINALIZING THE SAME AHEAD OF INTERNAL DELPHI APPROVAL ON 19 JANUARY 2006 (1.9); REVIEW OF DISTRIBUTION LIST FILE CORRESPONDENCE (2.8).
PILKINGTON C	01/12/06	1.40	REVIEW OF CORRESPONDENCE OF DELPHI TO BUSINESS PARTNERS RE SET-OFF OF POSTPETITION TRANSACTIONS (1.4).
PILKINGTON C	01/13/06	3.60	REVIEW OF ISSUES RE DHB/CITIBANK SETTLEMENT AND PAYMENT OF CITIBANK'S LEGAL FEES (1.3); ANALYSIS OF ISSUES RE PENSIONS DEFICITS IN UK AND ISSUES WITH UK PENSIONS TRUSTEES/REGULATOR (1.9); ATTENDING HIGH-LEVEL STRATEGY TELECONFERENCE (0.4).
PILKINGTON C	01/16/06	1.60	REVIEW DELPHI DISTRIBUTION LIST CORRESPONDENCE (1.6).
PILKINGTON C	01/17/06	3.30	REVIEW OF UPDATED CASE ADMINISTRATION MATERIALS (1.9).
PILKINGTON C	01/18/06	3.30	AMENDING SALE NOTICE RE PROJECT DASKI AND DISTRIBUTION/ADVICE TO CLIENT THERETO (2.1); REVIEW OF DISTRIBUTION LIST FILE CORRESPONDENCE (1.2).
PILKINGTON C	01/19/06	1.30	REVIEW PROJECT DASKI SALE AGREEMENT AND FOLLOW UP TO N. STAURT RE TIMING/PROCESS ISSUES (1.3).
PILKINGTON C	01/23/06	4.10	REVIEW EMAIL OF S. DANIELS RE SALE OF CHINESE JV (0.8); REVIEW REVISED CHINESE JV TRANSFER AGREEMENT AND SALE NOTICE (1.1); ANALYSIS OF WHETHER JV PARTNER IS AN "INSIDER" FOR PURPOSES OF CHINESE JV (1.3); REVIEW OF MEMORANDUM RE DE MINIMUS INVESTMENT PROCEDURE (0.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PILKINGTON C	01/24/06	5.40	REVIEW/ANALYSIS OF UPDATED CASE ADMINISTRATION MATERIALS (1.4); ANALYSIS/RESEARCH WHETHER JV PARTNER IS AN "INSIDER" FOR THE PURPOSES OF PROJECT DISH (1.8) AND EMAIL ADVICE TO S. DANIELS (0.4); TELECONFERENCE WITH L. Hiestand/R. Meisler (0.4); REVIEW AND ANALYSIS OF UPDATED TASK LIST ISSUES (1.4).
PILKINGTON C	01/25/06	5.40	REVIEW OF EMAIL CORRESPONDENCE RE "INSIDER" ISSUE ON PROJECT DISH (0.9); LEGAL RESEARCH THERETO AND MEMORANDUM OF ADVICE TO L. Hiestand/R. Meisler (2.3); REVIEW OF DISTRIBUTION LIST FILE CORRESPONDENCE RE REQUESTS FOR ASSUMPTION, RESERVATION OF RIGHTS AND PRODUCTION OF DOCUMENTS (2.2).
PILKINGTON C	01/26/06	7.20	REVIEW/UPDATE RE STATUS OF MALAYSIAN SHARE TRANSFER ISSUE (1.8); REVIEW/ANALYSIS OF BRAZILIAN INTERCOMPANY SET OFF ISSUES (0.4); REVIEW/ANALYSIS OF ISSUES RE UK PENSIONS DEFICITS AND DISCUSSIONS WITH TRUSTEES; UPDATE TO R. Meisler/T. Matz (1.9); UPDATE R. Meisler/T. Matz RE UK COMPANY ACCOUNTS (0.3); DRAFTING SLIDES RE PROJECT DISH FOR UCC PRESENTATION AND CONFIRMATION WITH COMPANY (2.4); REVIEW EMAIL/ISSUES L. Hiestand/R. Berry RE MEXICAN MAQUILADORA OPERATIONS (0.4).
PILKINGTON C	01/27/06	7.90	ANALYSIS OF MEXICAN "MAQUILATERA" BACKGROUND AND DOCUMENTS (2.1); ATTENDING TELECONFERENCE TO DISCUSS MEXICAN OPERATIONS AND ALLOCATION OF "MARK UP" (0.6); ADVICE TO R. Reese RE ALLOCATION OF "MARK UP" (0.6); AMENDING SLIDES RE PROJECT DISH FOR UCC PRESENTATION (0.4); ATTENDING WEEKLY STRATEGIC TELECONFERENCE (1.0); MEMORANDUM TO K. Marafioti RE "INSIDER" ISSUE ON PROJECT DISH AND POSITION OF CHANGING AND ITS MANAGER MR. YANG YI (1.6); REVIEW OF DELPHI DISTRIBUTION LIST CORRESPONDENCE (1/23/06) (1.6).
PILKINGTON C	01/30/06	6.60	REVIEW OF MEXICAN "MAQUILALORA" ISSUES AND 2005 ADJUSTMENT REQUIRED TELECONFERENCE WITH R. Reese THERETO (1.8); REVIEW OF TRANSCRIPT OF 1/13/06 B.C. HEARING (1.9); REVIEW REVISED PROJECT DISH TRANSFER AGREEMENT (0.9); EMAIL ADVICE TO K. Marafioti RE "INSIDER" ISSUE ON PROJECT DISH AND WHETHER B.C. MOTION NECESSARY (0.7); REVIEW WEEKLY TASK LIST AND INTERNATIONAL ISSUES (1.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PILKINGTON C	01/31/06	5.60	REVIEW OF DELPHI DISTRIBUTION LIST CORRESPONDENCE (1.1); DRAFTING MOTION RE PROJECT DISH/SALE OF INTEREST IN CHINESE JV TO CO-VENTURER (3.8); DISCUSSION/ANALYSIS OF "INSIDER" ISSUES RE PROJECT DISH WITH L. HIESTAND/K. MARAFIOTI (0.7).
		<b>72.80</b>	
STUART NL	01/04/06	6.20	TELECONFERENCE WITH R. MEISLER RE JOINT VENTURE ISSUES (0.1); REVIEW JV ORGANIZATIONAL DOCUMENTS AND AGREEMENTS (3.6); DRAFT MEMO RE SAME (2.6).
STUART NL	01/05/06	5.00	CONDUCT RESEARCH RE EQUITY INVESTMENTS (0.4); CONTINUE TO REVIEW ISSUES RELATED TO JOINT VENTURE INVESTMENTS (0.8); TELECONFERENCE WITH CLIENT RE JV INVESTMENT (0.3); REVIEW HEARING TRANSCRIPT RE INTERCOMPANY LOANS (0.4); CONTINUE ANALYSIS OF JV TRANSACTION (1.9); REVIEW AND REVISE MEMO RE INTERCOMPANY LOANS (1.2).
STUART NL	01/06/06	2.40	DISCUSS INTERNAL STRATEGY RE EQUITY INVESTMENTS AND INTERCOMPANY LOANS (0.9); REVIEW AND REVISE PROPOSED JV AGREEMENT AMENDMENT (1.4); TELECONFERENCE WITH CLIENT RE SAME (0.1).
STUART NL	01/09/06	3.10	RESEARCH RE EQUITY INVESTMENTS AND DE MINIMIS INVESTMENT PROCEDURES (3.1).
STUART NL	01/10/06	9.10	CONTINUE RESEARCH RE INVESTMENT PROCEDURES AND REVIEW PRECEDENT RE SAME (3.7); BEGIN DRAFTING INVESTMENT PROCEDURES (2.1); REVISE POTENTIAL JV INVESTMENT DOCUMENTATION (1.8); REVISE INVESTMENT PROCEDURES (1.2); FOLLOW-UP ON "GRANTING CLAUSE" REQUIREMENT IN INVESTMENT DOCUMENTATION (0.3).
STUART NL	01/11/06	6.50	DRAFT MEMO RE DE MINIMIS INVESTMENTS (1.2); REVIEW CREDIT AGREEMENT RE POTENTIAL INTERCOMPANY TRANSFERS (2.4); CONDUCT ADDITIONAL RESEARCH RE JOINT VENTURE CONTRIBUTIONS (2.9).
STUART NL	01/12/06	4.50	DRAFT MEMO RE POTENTIAL INVESTMENTS IN JOINT VENTURE (2.6); REVIEW JOINT VENTURE TRANSACTIONS (1.9).
STUART NL	01/17/06	2.60	DRAFT AND REVISE SLIDES RE LABOR AND CREDITOR COMMITTEE APPOINTMENT FOR PRESENTATION (2.2); ADDRESS ISSUES RELATED TO FURUKAWA TRANSACTION (0.4).

**39.40**

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	01/10/06	2.70	RESEARCH ISSUES RE SUBSIDIARY SETOFF MATTERS (1.0); PREPARE AND EDIT CLIENT MEMO RE LEGAL ISSUES RELATED TO GLOBAL SETOFF MATTERS (1.2); FOLLOWUP ISSUES RE SAME (0.5).
		2.70	
TURMAN III RE	01/10/06	0.90	ADVISE ON JV STRUCTURE (0.9).
TURMAN III RE	01/11/06	5.20	ADVISE ON INTERCOMPANY LIEN ISSUES (4.2); EDIT/REVIEW 10-K RISK FACTORS (1.0).
		6.10	
Total Associate		129.30	
TOTAL TIME		<u>154.80</u>	
CLIENT TOTAL		<u>5254.20</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Global Subsidiaries (Non-US)**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	01/20/06	Copy Center, D	108.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$108.00</b>
Telephone Expense	01/20/06	Telecommunications, D	35.14
Telephone Expense	01/27/06	Telecommunications, D	0.07
Telephone Expense	01/27/06	Telecommunications, D	0.06
Telephone Expense	01/27/06	Telecommunications, D	4.26
Telephone Expense	01/27/06	Telecommunications, D	5.27
Telephone Expense	01/27/06	Telecommunications, D	0.20
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$45.00</b>
Westlaw	01/05/06	Stuart NL	36.98
Westlaw	01/09/06	Stuart NL	71.12
Westlaw	01/10/06	Stuart NL	110.96
Westlaw	01/17/06	Micheli MJ	38.94
		<b>TOTAL WESTLAW</b>	<b>\$258.00</b>
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	98.44
Vendor Hosted Teleconferencing	01/31/06	LegalConnect	15.56
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$114.00</b>
Wireless - Mobile/Cellular/Pager	01/06/06	Hiestand NL	420.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$420.00</b>
		<b>TOTAL MATTER</b>	<b>\$945.00</b>
		<b>TOTAL CLIENT</b>	<b>\$147,767.00</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-11  
FINANCING (DIP AND EMERGENCE)  
518.5 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Financing (DIP and Emergence)

Bill Date: 12/30/05  
Bill Number: 1091378

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/10/05	0.30	REVIEW AND EVALUATE BANK OF AMERICA'S OBJECTION TO DIP MOTION (0.3).
BUTLER, JR. J	10/11/05	0.60	REVIEW AND REVISE VARIOUS PROPOSED CHANGES TO DIP FINANCING ORDERS AND CONSULT WITH DELPHI AND COUNSEL RE SAME (0.6).
BUTLER, JR. J	10/20/05	3.30	TELECONFERENCE WITH D. BARTNER AND K. ZIMAN RE DIP MATTERS (0.4); PREPARE FOR (0.2) AND PARTICIPATE IN SEVERAL WORKING GROUP TELECONFERENCES WITH COMPANY RE DIP MATTERS (0.4, 0.7); EMAILS FROM/TO D. RESNICK RE DIP MATTERS (0.2); REVIEW AND COMMENT ON DRAFT DIP ORDER (0.6); EMAILS TO WORKING GROUP RE OCTOBER 21ST UCC MEETING RE SAME (0.2); REVIEW ADDITIONAL DIP OBJECTIONS (0.6).
BUTLER, JR. J	10/21/05	2.90	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING RE REVIEW ISSUES, OBJECTIONS AND PROPOSED LANGUAGE RE PREPETITION LENDERS, GM SET OFF CLAIMANTS, BOAC LESSOR AND UCC (1.1); REVIEW FURTHER DRAFT OF DIP FINANCING ORDER (0.6); DETAILED ATTENTION TO DISCOVERY AND RELATED REQUESTS FROM AD HOC PREPETITION LENDER GROUP (0.8); EMAILS TO/FROM E. GRILLO RE SAME (0.4).
BUTLER, JR. J	10/22/05	1.90	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE REVIEW ISSUES, OBJECTIONS AND PROPOSED LANGUAGE RE PREPETITION LENDERS, GM, SET OFF CLAIMANTS, BOAC LESSOR AND UCC (1.1); REVIEW EMAIL FROM A. TENZER RE UCC ISSUES AND CONSIDER NEXT STEPS (0.5); REVIEW DIP OBJECTION STATUS CHART (0.3).
BUTLER, JR. J	10/23/05	2.40	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CONTESTED DIP FINANCING HEARING INCLUDING REVIEW VARIOUS OBJECTIONS RE CONTESTED DIP FINANCING HEARING (0.4); PREPARE FOR (0.3) AND TELECONFERENCE WITH (1.7) WORKING GROUP RE REVISIONS TO FINAL DIP ORDER RE ACCOMMODATIONS FOR PREPETITIONS LENDERS, GM, SET OFF CLAIMANTS, BOAC LESSOR AND UCC.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	10/24/05	3.70	CONTINUE TO REVIEW VARIOUS OBJECTIONS RE CONTESTED DIP FINANCING HEARING (0.6); PREPARE FOR (0.2) AND TELECONFERENCE WITH (0.9) WORKING GROUP RE REVISIONS TO FINAL DIP ORDER RE ACCOMMODATIONS FOR PREPETITION LENDERS, GM, SET OFF CLAIMANTS, BOAC LESSOR AND UCC; PREPARE FOR (0.2) AND TELECONFERENCE WITH LITIGATION WORKING GROUP (0.4) RE GOODWIN PROCTOR OBJECTION AND DISCOVERY MATTERS; TELECONFERENCE WITH A. BRILLIANT AND GOODWIN PROCTOR WORKING GROUP RE MEET AND CONFER RE SAME (0.3); CONTINUE TO WORK ON DISCOVERY MATTERS (0.3); MEETING WITH S. MILLER IN TROY RE GM ISSUES (0.2); TELECONFERENCES WITH H. MILLER AND S. MILLER (0.2) AND EMAILS AND TELECONFERENCE WITH M. BIENENSTOCK (0.2, 0.2) RE SAME.
BUTLER, JR. J	10/25/05	3.70	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CONTESTED DIP FINANCING HEARING INCLUDING REVIEW OF OPEN ISSUES AND POSSIBLE RESOLUTIONS (1.9); NUMEROUS TELECONFERENCES AND EMAILS WITH WORKING GROUP (0.8); REVIEW STATUS OF AD HOC DISCOVERY MATTERS AND RELATED DEVELOPMENTS (0.4); EMAILS FROM/TO A. BRILLIANT RE SAME (0.2); EMAILS FROM/TO AND TELECONFERENCES WITH M. BIENENSTOCK AND J. TANENBAUM RE POTENTIAL GM OBJECTION (0.4).
BUTLER, JR. J	10/26/05	9.80	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CONTESTED DIP FINANCING HEARING INCLUDING REVIEW OF ADDITIONAL OBJECTIONS (1.2), REVIEW AND COMMENT ON FINAL DIP ORDER (2.2), PREPARE WITNESSES (2.3), REVIEW PRIOR COURT OPINIONS AND TRANSCRIPTS RE FINANCING (1.1), PREPARE FOR (0.3) AND PARTICIPATE IN (0.6) CHAMBERS CONFERENCE, REVIEW AND ATTENTION TO DISCOVERY MATTERS INCLUDING EMAILS RE BOARD PRESENTATIONS (0.7); REVIEW DEPOSITION TRANSCRIPTS (1.4).
BUTLER, JR. J	10/27/05	6.80	PREPARE FOR (1.2) AND ATTEND (3.9) OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CONTESTED DIP FINANCING HEARING; WORK ON SETTLEMENT OF DIP FINANCING ORDER INCLUDING REVIEW AND COMMENT ON REVISED DRAFT AND EMAILS FROM/TO OBJECTORS RE SAME (1.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	10/28/05	0.60	CONTINUE TO WORK ON SETTLEMENT OF DIP FINANCING ORDER INCLUDING EMAILS TO/FROM A. BRILLIANT AND R. ROSENBERG (0.6).
BUTLER, JR. J	11/02/05	0.30	DRAFT LETTER TO R. ROSENBERG RE CARVE-OUT NOTIFICATION IN CONNECTION WITH FINAL DIP ORDER (0.3).
		<b>36.30</b>	
COCHRAN EL	10/10/05	0.90	REVIEW DIP ISSUES RE CARVE-OUT (0.9).
COCHRAN EL	10/11/05	0.70	REVIEW FINANCING ISSUES (0.7).
COCHRAN EL	10/12/05	3.30	REVIEW ISSUES RE WAIVERS FOR PARTIALLY OWNED FILING SALES (2.1); REVIEW DIP INFO MEMO (1.2).
COCHRAN EL	10/19/05	1.20	REVIEWED INFORMATION MEMO RE DIP (1.2).
COCHRAN EL	10/24/05	1.90	REVIEW INFORMATION MEMO FOR SYNDICATION (1.9).
COCHRAN EL	11/19/05	1.60	TELECONFERENCE WITH J. SHEEHAN AND S. CORCORAN RE DIP REPRESENTATION (0.9); REVIEW ISSUES (0.7).
COCHRAN EL	11/21/05	0.70	REVIEW DIP CLOSING ISSUES (0.7).
		<b>10.30</b>	
FRISHMAN LD	10/09/05	2.20	PARTICIPATE IN WEEKLY WORKING GROUP TELECONFERENCE (1.9); REVIEW CORRESPONDENCE RE GM'S REQUEST TO REVISE DIP ORDERS TO PERMIT IT TO HAVE A SENIOR LIEN (0.3).
FRISHMAN LD	10/10/05	3.10	REVIEW MOBILEARIA LOAN DOCUMENTS (0.9) AND DISCUSS COLLATERAL PACKAGE STATUS WITH S. COCORAN AND S&S (0.4); REVIEW DIP AND PREPETITION LENDER'S PROPOSED WATERFALL FOR ADEQUATE PROTECTION TO GM RE ITS SET-OFF RIGHTS (0.4) AND SEPARATE CONFERENCE CALLS RE SAME WITH S&S, SIMPSON THACHER, DAVID POLK AND WEIL (1.2); REVIEW S&S' LANGUAGE RE GM ADEQUATE PROTECTION (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FRISHMAN LD	10/11/05	9.10	REVIEW MISCELLANEOUS DELPHI DIP CLOSING DOCUMENTS AND COORDINATE CLOSING LOGISTICS WITH S&S AND DPW (0.6); PARTICIPATE IN UPDATE TELECONFERENCE WITH PREPETITION BANK GROUP (1.2); DISCUSS GM ADEQUATE PROTECTION LANGUAGE WITH C. FRATIANNI (0.3); PARTICIPATE IN TELECONFERENCE WITH DELPHI, GM AND OTHERS (1.3); REVIEW AND HELP FINALIZE DIP ORDER (1.1); REVIEW AND RESOLVE BOFA LEASING'S OBJECTIONS TO DIP ORDER (0.4); ATTEND FIRST DAY HEARINGS (4.2).
FRISHMAN LD	10/12/05	1.90	REVIEW DRAFT INFO MEMO FOR DIP LENDERS (0.7) AND DISCUSS WITH E. COCHRAN AND C. FRATTIANNI (0.4); TELECONFERENCES WITH E. COCHRAN, S. CORCORAN AND M. BAKER RE MODIFICATIONS TO DIP TO PERMIT CERTAIN ENTITIES TO FILE AND NOT BECOME GUARANTORS (0.8).
FRISHMAN LD	10/17/05	3.80	REVIEW REVISE COMMITMENT PAPERS FROM DEUTSCHE BANK RE EUROPEAN FINANCING (1.6); CONFERENCE CALL WITH T. KNUTSON, R. BAXTER AND S&S RE COMMENTS ON THE FOREGOING (1.3); REVIEW CORRESPONDENCE RE BAUSCH OBJECTION TO DIP ORDER (0.4) AND DISCUSS WITH C. FRATTIANNI (0.3) AND K. ZIMAN (0.2).
FRISHMAN LD	10/18/05	1.60	REVIEW MARKUP OF DEUTSCHE BANK PAPERS AND GIVE COMMENTS (0.7); LENGTHY TELECONFERENCE WITH R. BAUSCH'S COUNSEL RE OBJECTIONS TO DIP ORDER (0.5); TELECONFERENCE WITH A. TENZER AND C. FRATIANNI RE NEXT STEPS ON FINAL DIP ORDER AND OBJECTIONS AND PRE-PETITIONS LENDERS ADEQUATE PROTECTION REQUEST (0.4).
FRISHMAN LD	10/19/05	4.00	REVIEW DRAFT FINAL DIP ORDER FROM DPW (0.3); REVIEW PRE-PETITIONS LENDER'S ADEQUATE PROTECTION PROPOSAL (0.8); CONFERENCE CALL WITH DELPHI, S&S AND ROTHSCCHILD RE FOREGOING PROPOSAL (1.5); REVIEW AND GIVE COMMENTS ON REVISED DRAFT OF CIM FOR DIP (1.2); CORRESPONDENCE AND REVIEW DIP RE SAME (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FRISHMAN LD	10/20/05	4.40	REVIEW AND GIVE COMMENTS ON S&S DRAFT OF DIP ORDER THAT BUILDS-IN PROTECTION FOR SET-OFF CLAIMANTS (1.1); UPDATE TELECONFERENCE WITH S&S, DELPHI AND ROTHSCHILD RE ADEQUATE PROTECTION ISSUES (0.8); REVIEW DRAFT BORROWING BASE APPRAISALS (0.4); PREPARATORY TELECONFERENCE WITH DELPHI, ROTHSCHILD, FTI AND S&S FOR FRIDAY MORNING MEETING WITH LATHAM (0.8); REVIEW REVISED DEUTSCHE BANK PROPOSAL FOR FOREIGN FACILITY (0.5); EMAILS WITH C. GROSS RE STATUS OF PREPETITION REQUEST FOR PLEDGE OF 100% OF FOREIGN SUBS (0.2); REVIEW OBJECTIONS TO DIP ORDER (0.6).
FRISHMAN LD	10/21/05	4.60	CONFERENCE CALL WITH DELPHI, ROTHSCHILD, FTI AND S&S RE OPEN DIP ORDER ISSUES (1.3); REVIEW DIP ORDER OBJECTIONS (0.9); MEETING WITH LATHAM RE DIP PROCESS AND ORDER AND PREPARATION FOR THE SAME (2.4).
FRISHMAN LD	10/23/05	2.10	CONFERENCE CALL WITH DELPHI, ROTHSCHILD, FTI AND S&S RE OPEN DIP ISSUES (1.7); REVIEW PREPETITION LENDERS, GM'S AND COMMITTEES COMMENTS ON REVISED DRAFT OF DIP ORDER (0.4).
FRISHMAN LD	10/24/05	4.50	PARTICIPATE IN MEET AND CONFER WITH GOODWIN (0.7); REVIEW GOODWIN'S OBJECTION (1.0); MISCELLANEOUS CORRESPONDENCE RE GOODWIN OBJECTION (0.4); CORRESPONDENCE WITH L. Hiestand RE CALGON ISSUES (0.3); REVIEW AND GIVE COMMENTS ON REVISED DRAFTS OF ORDER AND REVISE ADDITIONAL OBJECTIONS (1.3); CORRESPONDENCE WITH S&S RE NEGOTIATIONS OF ORDER (0.8).
FRISHMAN LD	10/25/05	15.10	ALL-HANDS STRATEGY SESSION RE CONTESTED DIP HEARING MATTERS (1.3); PARTICIPATE IN PREP OF S. KING FOR HIS DEPOSITION (2.8); PARTICIPATE IN DEPOSITION (6.3); UPDATE J. BUTLER, BY EMAIL, ON S. KING'S DEPOSITION AND GOODWIN'S APPARENT ARGUMENTS (0.9); REVIEW AND GIVE COMMENTS ON REVISED DRAFT OF ORDER (1.4) AND DIP AMENDMENT (1.7); DISCUSS SET-OFF PROTECTIONS WITH G. TOERING (COUNSEL FOR BOSCH) (0.3); MEET WITH P. NASH RE OUTLINE OF RESPONSE TO GOODWIN OBJECTION (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FRISHMAN LD	10/26/05	14.70	PARTICIPATE IN DEPOSITIONS FOR CONTESTED DIP HEARING AND RELATED PREPPING OF WITNESSES (9.8); STRATEGIZE WITH J. BUTLER AND OTHERS RE ARGUMENTS AT HEARING (1.6); ASSIST IN PREPARATION OF S. KING FOR HIS TESTIMONY (1.1); REVIEW REVISED DRAFT OF ORDER AND DISCUSS WITH S&S (0.7); REVIEW CERTAIN PORTIONS OF DEPOSITION TRANSACTIONS FOR PURPOSE OF HEARING (0.4); REVIEW AND GIVE COMMENTS ON REVISED DRAFT DIP AMENDMENT (0.5); REVIEW AND COMMENT ON PORTIONS OF RESPONSE TO GOODWIN OBJECTION TO DIP MOTION (0.6).
FRISHMAN LD	10/27/05	12.40	ALL-HANDS PREPARATORY MEETING FOR HEARING (0.9); ORGANIZE MATERIALS FOR HEARING (0.3); REVIEW REVISIONS TO ORDER (0.5); ATTEND HEARING, INCLUDING PARTICIPATION IN SETTLEMENT NEGOTIATIONS (7.4); DRAFTING SESSION WITH LATHAM, DPW, STB AND S&S RE CHANGES TO ORDER DESCRIBED IN RECORD (3.3).
FRISHMAN LD	10/28/05	3.40	FINALIZE DIP ORDER, INCLUDING REVIEW OF COMMENTS AND DISCUSSION OF SAME WITH S&S (1.7); REVIEW REVISED DIP TERM SHEET FOR CIRCULATION TO POTENTIAL LENDERS (0.6); REVIEW CALYON RESTRUCTURING DOCUMENTS AND GIVE COMMENTS (1.1).
FRISHMAN LD	10/31/05	1.00	DISCUSS CALYON DOCUMENTS WITH M. BAKER (0.2); REVIEW AND GIVE COMMENTS ON DRAFT OF RELEASE AND WAIVER RE PRE-PETITION ITEMS (0.8).
FRISHMAN LD	11/01/05	0.20	REVIEW AND GIVE COMMENTS ON REVISED RELEASE FROM PRE-PETITION LENDERS (0.2).
FRISHMAN LD	11/02/05	1.20	DRAFT LANGUAGE RE FLEX PROVISIONS FOR INCLUSION IN 10-Q (0.3); REVIEW REVISED DRAFT OF RELEASES BY PRE-PETITION LENDERS AND DISCUSS WITH SIMPSON THACHER AND SHEARMAN (0.9).
FRISHMAN LD	11/03/05	0.30	REPLY TO QUESTION FROM J. LYONS RE PREPETITION ACH EXPOSURE (0.3).
FRISHMAN LD	11/11/05	2.60	PARTICIPATE IN WEEKLY WORKING GROUP UPDATES/STRATEGY SESSION (2.6).
FRISHMAN LD	11/15/05	1.60	REVIEW AND GIVE COMMENTS ON DRAFT AMENDMENT AND RESTATEMENT OF DIP (0.8); TELECONFERENCE WITH R. BAXTER AND M. BAKER RE POST-CLOSING ITEMS (0.3); CORRESPONDENCE WITH DELPHI AND SKADDEN RE PENDING HEDGING TRANSACTION (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FRISHMAN LD	11/16/05	1.90	REVIEW REVISIONS TO RESTATED DIP (0.2); REVIEW BOFA OBJECTIONS AND RELATED AIRCRAFT LEASE DOCUMENTS AND CODE SECTIONS (1.7).
FRISHMAN LD	11/17/05	1.70	TELECONFERENCES WITH S. KING RE BUSINESS PLAN PROCESS (1.3); REVIEW CORRESPONDENCE RE PENDING HEDGE TRANSACTIONS (0.4).
FRISHMAN LD	11/18/05	3.30	PARTICIPATE IN WEEKLY WORKING GROUP UPDATE/STRATEGY SESSION (1.8); REVIEW REVISED AMENDED AND RESTATED CREDIT AGREEMENT (0.2); TELECONFERENCES WITH S. KING, D. BARTNER RE BUSINESS PLAN PROCESS (0.9); REVIEW FTI ANALYSIS (0.4).
FRISHMAN LD	11/19/05	1.30	TELECONFERENCE WITH S. CORCORAN, J. SHEEHAN, S. KING AND D. BARTON RE BUSINESS PLAN AND RELATED MATTERS (1.3).
FRISHMAN LD	11/21/05	2.40	REVIEW DRAFT TERMSHEET RE RESOLUTION OF BOFA MOTION AND DISCUSS WITH R. MEISLER (1.1); TELECONFERENCES WITH M. BAKER AND J. SHEEHAN RE CLOSING OF SYNDICATION AND RELATED MATTERS (0.6); ATTENTION TO PENDING HEDGING TRANSACTIONS (0.7).
FRISHMAN LD	11/22/05	1.20	TELECONFERENCE WITH BOFA'S COUNSEL RE OPEN ISSUES AND TERM SHEET RE AIRCRAFT (0.3); REVIEW BOFA'S TERM SHEET (0.4); TELECONFERENCES WITH B. KAPLAN RE PENDING HEDGES (0.5).
FRISHMAN LD	11/23/05	0.20	DISCUSS BOFA REPLACEMENT LIEN ISSUE WITH R. MIESLER (0.2).
FRISHMAN LD	11/25/05	0.90	REVIEW DRAFT OF DELPHI OBJECTION TO BOFA MOTION RE AIRCRAFT AND PENTASTAR OBJECTION (0.9).
FRISHMAN LD	11/30/05	0.90	TELECONFERENCE WITH C. SPRAGGS OF SHERMAN RE DIP INTERPRETATION ISSUE (0.1); REVIEW DRAFT INTER-CO HEDGE AGREEMENT AND REQUEST OF R. BAXTER AND ANALYZE UNDER DIP (0.8).
		<b>107.60</b>	
MARAFIOTI KA	10/10/05	2.10	ANALYZE DIP OBJECTIONS OF GM (1.2) & BANKS (0.3) AND DEVELOP STRATEGY FOR PRE-PETITION BANK POSITION (0.6).
MARAFIOTI KA	10/11/05	0.40	REVIEWED BANK OF AMERICA HEARING OBJECTION TO DIP MOTION (0.2); TELECONFERENCES WITH B OF A COUNSEL (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	10/19/05	1.70	REVIEWED PREPETITION BANKS' TERM SHEET AND CORRESPONDENCE (0.2); TELECONFERENCE RE SAME WITH COMPANY, ROTHSCHILD, SHEARMAN (1.2); TELECONFERENCE WITH J. TANNENBAUM AND WITH SHEARMAN RE GM ADEQUATE PROTECTION REQUESTS(0.2) AND FOLLOWUP CALLS (0.1).
MARAFIOTI KA	10/20/05	0.30	REVIEWED BOSCH OBJECTION TO DIP (0.1); CORRESPONDENCE RE GM POSITION (0.2).
MARAFIOTI KA	10/21/05	1.00	REVIEW DIP OBJECTIONS (0.3); CORRESPONDENCE RE STATUS OF NEGOTIATIONS RE SAME (0.4); REVIEW DISCOVERY REQUESTS OF AD HOC COMMITTEE (0.3).
MARAFIOTI KA	10/22/05	0.10	REVIEWED CORRESPONDENCE RE AD HOC COMMITTEE OBJECTION & DISCOVERY (0.1).
MARAFIOTI KA	10/24/05	0.20	UPDATE RE STATUS OF DIP HEARING PREPARATIONS (0.2).
MARAFIOTI KA	10/25/05	2.70	MEETING WITH SHEARMAN RE STRATEGY FOR CONTESTED DIP HEARING (0.7); REVIEWED OBJECTIONS TO AD HOC INTERROGATORIES AND DOCUMENT REQUESTS (0.2); WORK ON RESOLUTIONS FOR BOSCH, GM, PBGC, & B OF A & OTHER OBJECTIONS (0.5) AND TELECONFERENCES D. BERNSTEIN, ROTHSCHILD, FTI, TOGUT & SHEARMAN RE DIP ISSUES (1.2); TELECONFERENCE WITH S. RATNER RE FINANCING HEARING (0.1).
MARAFIOTI KA	10/26/05	11.60	CORRESPONDENCE RE DIP HEARING (1.1); TELECONFERENCE CHAMBERS (0.1); REVIEWED GM PLEADINGS (2.4); PREPARE FOR COURT CONFERENCE (0.4); TELEPHONIC CONFERENCE WITH COURT (0.7); TELECONFERENCE WITH K. ZIMAN (0.2); FOLLOWUP TELECONFERENCE WITH SHEARMAN (0.2); REVIEWED GM MOTION TO QUASH (0.1); TELECONFERENCES WITH S. HABER RE DB MOTION TO QUASH (0.6); TELECONFERENCE WITH SHEARMAN RE DIP ORDER (0.9); PREPARE FOR DIP HEARING (1.9); PREPARE WITNESSES (2.9); TELECONFERENCE FROM GOODWIN PROCTER (0.1).
MARAFIOTI KA	10/27/05	8.20	PREPARE FOR DIP HEARING (1.1); ATTENDED ALL-DAY DIP HEARING BEFORE JUDGE DRAIN AND NEGOTIATED WITH COUNSEL TO PARTIES-IN-INTEREST (6.6); FOLLOWUP CONFERENCES WITH CLIENT RE FINANCING (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	10/28/05	2.70	TELECONFERENCES FROM AND CORRESPONDENCE FROM AD HOC COMMITTEE (0.2); REVIEW REVISE DIP ORDER AND CASH MANAGEMENT ORDER (1.7); CONFERENCES WITH SHEARMAN RE SAME (0.5); ADDITIONAL WORK RE DIP ORDER (0.3).
MARAFIOTI KA	11/22/05	0.20	ANALYZE FOREIGN HEDGING ISSUES (0.2).
		<b>31.20</b>	
SPRINGER DE	10/24/05	1.10	TELECONFERENCE RE OBJECTION TO DIP FINANCING MOTION (0.6); REVIEW OBJECTION TO DIP FINANCING MOTION (0.5).
SPRINGER DE	10/27/05	0.70	TELECONFERENCE WITH P. NASH RE EVIDENTIARY ISSUE ON HILCO REPORT (0.3); LEGAL RESEARCH AND DRAFT MESSAGE TO P. NASH RE RESOLUTION OF EVIDENTIARY ISSUE (0.4).
SPRINGER DE	10/31/05	0.60	TELECONFERENCE WITH P. NASH RE DISPOSITION OF OBJECTIONS (0.6).
		<b>2.40</b>	
<b>Total Partner</b>		<b>187.80</b>	
MATZ TJ	10/19/05	0.30	TELECONFERENCE AND CORRESPONDENCE RE DIP DOCUMENT AND OBJECTION DEADLINE EXTENSION REQUEST (0.3).
MATZ TJ	10/25/05	2.50	PARTICIPATING IN DIP FINANCING HEARING PREPARATION MEETING (1.0); FOLLOW UP WORK RE SAME, OBJECTIONS AND RESPONSES (1.5).
MATZ TJ	10/26/05	2.50	TELECONFERENCES AND FOLLOW UP WORK RE RESPONSES TO VARIOUS DIP OBJECTIONS AND SET OFF ARGUMENTS (2.5).
		<b>5.30</b>	
<b>Total Counsel</b>		<b>5.30</b>	
HERRIOTT AV	10/26/05	2.70	EDIT DIP OBJECTION EXHIBIT (2.7).
		<b>2.70</b>	
HUR J	10/11/05	3.00	RESEARCH DIP FINANCING RELATED MATTERS AND REPORT FINDINGS (3.0).
HUR J	10/13/05	3.60	TELECONFERENCE WITH R. BAXTER, SHEARMAN AND STERLING, AND DPW RE ORGANIZATIONAL DOCUMENTS (0.5); RESEARCH AND REVIEW SEC FILINGS FOR PRECEDENTS ON FINANCING DISCLOSURES (3.1).
HUR J	10/18/05	3.90	RESEARCH AND ANALYSIS RE DISCLOSURE RELATED TO DIP FINANCING (3.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HUR J	10/20/05	2.00	RESEARCH AND REPORT FINDINGS ON DISCLOSURE REQUIREMENTS RELATED TO THE DIP FINANCING (2.0).
		<b>12.50</b>	
LOZANO P	10/11/05	2.00	REVIEW DRAFT DOCUMENT FROM BANKERS IN CONNECTION WITH POTENTIAL SYNDICATION OF FINANCING (2.0).
LOZANO P	10/12/05	2.00	REVIEWING DIP FINANCING DOCUMENT (2.0).
LOZANO P	10/13/05	3.80	REVIEW AND DRAFT LANGUAGE ON DIP FINANCING DOCUMENT (3.8).
LOZANO P	10/20/05	2.50	REVIEW INFORMATION MEMORANDUM (2.3).
LOZANO P	10/21/05	2.20	CONTINUED TO REVIEW INFORMATION MEMORANDUM (2.2).
LOZANO P	10/24/05	7.20	REVIEWING INFORMATION MEMORANDUM FOR PROSPECTIVE LENDERS; RELATED PRESENTATION AND PRESENTATION FOR MEETING WITH RATING AGENCIES (7.2).
		<b>19.70</b>	
MEISLER RE	10/20/05	1.90	REVIEWED OBJECTIONS FILED TO THE DIP AND BEGAN DRAFTING CHART SUMMARIZING OBJECTION (1.8); TELECONFERENCE WITH B. KAPLAN RE SAME (0.1).
MEISLER RE	10/21/05	2.30	PARTICIPATED ON CONFERENCE CALLS RE DIP (1.5); REVIEWED ADDITIONAL OBJECTIONS FILED (0.8).
MEISLER RE	10/23/05	3.80	CONTINUED TO REVIEW DIP OBJECTIONS AND ANALYZED SAME (3.8).
MEISLER RE	10/24/05	1.50	CONFERENCES WITH J. BUTLER RE DIP (1.5).
MEISLER RE	10/25/05	10.70	PARTICIPATED IN STRATEGY MEETING RE DIP (1.0); PARTICIPATED IN FURTHER DIP MEETINGS (2.0); REVIEWED AND ANALYZED RECENT OBJECTIONS FILED AGAINST THE DIP (4.8); BEGAN DRAFTING EXHIBITS TO OMNIBUS REPLY TO DIP OBJECTIONS (2.9).
MEISLER RE	10/26/05	22.60	CONTINUED DRAFTING EXHIBITS TO OMNIBUS REPLY AND REVIEWING OBJECTIONS RE DIP (7.0); BEGAN PREPARING FOR CONTESTED HEARING RE DIP, INCLUDING STRATEGIZING RE DEBTORS' EXHIBITS IN SUPPORT OF DIP (11.6); ASSEMBLED DEBTORS' EXHIBIT AND COORDINATED APPROPRIATE SERVICE RE SAME (4.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	10/27/05	6.50	ATTENDED HEARING AND ASSISTED WITH RESOLUTION OF DIP OBJECTIONS (6.0); SUPPLEMENT DIP EXHIBIT BINDER WITH DIP AGREEMENT AMENDMENT (0.4); CORRESPONDED WITH OBJECTING PARTIES RE SAME (0.1).
<b>49.30</b>			
MICHELI MJ	10/25/05	8.70	REVIEW OF DOCKETED MATERIALS IN CONNECTION WITH REVIEW OF OBJECTIONS TO DIP FINANCING MOTION (0.9); BEGAN REVIEW OF ALL RESPONSES TO DIP FINANCING ORDER (4.1); DRAFTED CHART SUMMARIZING ALL RESPONSES TO DIP FINANCING MOTION AND ORDER (3.7).
MICHELI MJ	10/26/05	8.20	CONTINUED REVIEW OF DOCKETED MATERIALS IN CONNECTION WITH REVIEW OF OBJECTIONS TO DIP FINANCING MOTION (0.5); CONTINUED REVIEW OF ALL RESPONSES TO DIP FINANCING ORDER (3.5); UPDATED CHART SUMMARIZING ALL RESPONSES TO DIP FINANCING MOTION AND ORDER (4.2).
<b>16.90</b>			
NASH, JR. PJ	10/24/05	5.40	REVIEW GOODWIN PROCTOR OBJECTION TO DIP FINANCE MOTION, IN PREP CONTESTED HEARING (0.6); REVIEW DIP FINANCING MOTION IN PREP FOR CONTESTED HEARING (0.8); REVIEW HISTORY OF EMAIL CORRESPONDENCE BY/BETWEEN SKADDEN AND GOODWIN PROCTOR, IN PREP CONTESTED HEARING (0.7); ATTENTION TO PRIMA FACIE CASE UNDER SECTION 364 AND NECESSARY EVIDENCE, IN PREP FOR CONTESTED HEARING (1.3); REVIEW MULTIPLE EMAILS FROM, AND PREP MULTIPLE EMAILS TO, SHEARMAN & STERLING RE HEARING PREP (0.7); REVIEW DRAFT INTERROGATORY RESPONSES AND PREP EMAIL TO SHEARMAN & STERLING RE SAME (0.3); REVIEW DRAFT RESPONSE TO DOCUMENT REQUEST AND PREP EMAIL TO SHEARMAN & STERLING RE SAME (0.3); REVIEW DRAFT INTERROGATORIES TO GOODWIN PROCTOR AND PREP EMAIL TO SHEARMAN & STERLING RE SAME (0.4); REVIEW DRAFT DOCUMENT REQUEST TO GOODWIN PROCTOR AND PREP EMAIL TO SHEARMAN & STERLING RE SAME (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

NASH, JR. PJ	10/25/05	21.40	MEETING WITH SHEARMAN & STERLING AND CLIENT RE PREP FOR CONTESTED DIP HEARING (1.3); PREP MULTIPLE EMAILS TO SHEARMAN & STERLING RE PREP FOR CONTESTED DIP HEARING (0.7); REVIEW MULTIPLE EMAILS TO SHEARMAN & STERLING RE PREP FOR CONTESTED DIP FINANCE HEARING (0.6); PREP MULTIPLE EMAILS TO SHEARMAN & STERLING RE REPLY BRIEF TO OBJECTIONS TO DIP FINANCING MOTION (0.5); REVIEW MULTIPLE EMAILS FROM SHEARMAN & STERLING RE REPLY BRIEF (0.9); MULTIPLE TELECONFERENCES WITH SHEARMAN & STERLING RE LITIGATION PREP (0.9); MULTIPLE TELECONFERENCES WITH SHEARMAN & STERLING RE REPLY BRIEF (0.6); LEGAL RESEARCH RE REPLY BRIEF (3.6); WORK ON REPLY BRIEF (9.3); WORK ON DIRECT EXAMINATION OF D. RESNICK (1.1); WORK ON DIRECT EXAMINATION OF S. KING (1.3); WORK ON DIRECT EXAMINATION OF J. SHEEHAN (0.6).
NASH, JR. PJ	10/26/05	19.60	CONTINUE WORK ON REPLY BRIEF (4.8); CONTINUE WORK ON DIRECT EXAMINATION OF D. RESNICK (0.9); CONTINUE WORK ON DIRECT EXAMINATION OF S. KING (2.2); CONTINUE WORK ON DIRECT EXAMINATION OF J. SHEEHAN (1.3); PREPARE MULTIPLE EMAILS TO SHEARMAN & STERLING RE LITIGATION PREP (0.6); REVIEW MULTIPLE EMAILS FROM SHEARMAN & STERLING RE LITIGATION PREP (0.7); MULTIPLE TELECONFERENCES WITH SHEARMAN & STERLING RE LITIGATION PREP (0.9); REVIEW DEBTOR'S DOCUMENT PRODUCTION AND PREP EXHIBITS FOR HEARING (4.2); REVIEW GOODWIN PROCTOR DOCUMENT PRODUCTION IN PREP HEARING (1.3); PREP FOR HEARING (1.6); WORK ON DEMONSTRATIVE EXHIBITS IN PREP CONTESTED DIP FINANCE HEARING (1.1).
NASH, JR. PJ	10/27/05	10.20	PREPARE OUTLINE OF CLOSING ARGUMENT RE DIP FINANCING LITIGATION (1.2); PREPARE OUTLINE OF FRCP 26 ARGUMENT RE EXPERT REPORTS (0.6); CONTINUE PREP FOR AND ATTEND HEARING (8.4).
		56.60	
REESE RG	10/25/05	1.40	REVIEW AGREEMENTS AND DRAFT SUMMARY OF SAME RE RESPONSE TO OBJECTIONS TO DIP FINANCING (1.4).
		1.40	
TOUSSI S	10/20/05	1.30	ADDRESS ISSUES RE OBJECTIONS TO DIP ORDER BY VARIOUS PARTIES (1.0); VARIOUS CONFERENCE CALLS RE SAME (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	10/21/05	4.10	CONFERENCE CALL RE DISCOVERY REQUESTS AND POTENTIAL OBJECTIONS BY GOODWIN PROCTOR ON BEHALF OF PREPETITION LENDERS (0.8); REVIEW DISCOVERY REQUESTS AND CORRESPONDENCE (0.3); FOLLOW-UP ISSUES RE DIP ORDER AND DISCOVERY REQUESTS (0.5); INTERNAL CONFERENCE CALL RE DIP ORDER AND NEGOTIATIONS WITH VARIOUS PARTIES, INCLUDING GM, PBGC, PREPETITION LENDERS (1.7); PREPARE MEMO RE SAME (0.5); REVIEW DIP ORDER (0.3).
TOUSSI S	10/23/05	1.00	REVIEW DIP ORDER AND DE MINIMIS ASSET MOTION/ORDER (1.0).
TOUSSI S	10/25/05	13.60	DISCUSS OUTSTANDING ISSUES RE DIP REPLY (0.5); REVIEW VARIOUS OBJECTIONS FILED TO DIP ORDER (1.4); VARIOUS TELECONFERENCES RE STATUS OF REPLY WITH SHEARMAN AND SKADDEN (0.5); BEGIN RESEARCHING AND DRAFTING SECTIONS OF REPLY BRIEF ON DEFAULT RATE OF INTEREST (3.1); RESEARCH AND DRAFT SECTIONS ON REIMBURSABLE EXPENSES AND AMORTIZATION (2.7); DRAFT AND RESEARCH SECTION OF REPLY BRIEF ON ADEQUATE PROTECTION (2.9); REVIEW DIP ORDER AND DRAFT RESPONSE TO REMAINING OBJECTIONS TO DIP ORDER (2.5).
TOUSSI S	10/26/05	17.40	CONTINUE EDITING AND REVISING THE REPLY TO THE DIP OBJECTORS (4.4); REVIEW CITED CASES AND REVISE AND SHEPARDIZE SAME (2.1); REVIEW CHART OF SUMMARY OF OBJECTIONS (1.9); REVIEW REPLY BRIEF AND FINALIZE SAME (.9); REVIEW CREDITORS' COMMITTEE AND GM OBJECTIONS (1.0); PREPARE Q/A FOR RESNICK TESTIMONY (1.4); PREPARE Q/A FOR DIRECT TESTIMONY FOR J. SHEEHAN (1.3); VARIOUS MEETINGS RE SAME WITH P. NASH (0.4); CONTINUE EDITING AND FINALIZED SHEEHAN Q/A (3.2); REVIEW OUTSTANDING ISSUES RE: DIP ORDER AND CREDIT AGREEMENT (0.8).
TOUSSI S	10/27/05	5.20	EDIT AND REVISE Q/A FOR JOHN SHEEHAN (2.8), DISCUSS Q/A WITH NASH AND CONFORM SAME TO OTHER WITNESS OUTLINES (1.2); EDIT AND REVISE Q/A FOR RESNICK (1.2).
TOUSSI S	10/28/05	1.20	ADDRESS ISSUES RE FINAL DIP ORDER (0.7), VARIOUS CORRESPONDENCE RE SAME WITH SHEARMAN AND L. FRISHMAN (0.5).
TOUSSI S	10/30/05	0.30	REVIEW FINAL DIP ORDER IN CONNECTION WITH SET OFF ISSUES (0.3).

44.10

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TURMAN III RE	10/08/05	1.40	ADVISE ON INVESTOR Q&A (0.9); REVIEW DIP AGREEMENT (0.5).
TURMAN III RE	10/10/05	0.70	REVIEW GM SET OFF CORRESPONDENCE (0.7).
TURMAN III RE	10/11/05	0.40	ADVISE ON FORM OF CONFIDENTIAL MEMORANDUM (0.4).
TURMAN III RE	10/12/05	0.10	ADVISE ON RESOLUTIONS (0.1).
TURMAN III RE	10/13/05	0.20	ADVISE ON RESOLUTIONS (0.2).
TURMAN III RE	10/14/05	0.60	REVIEW FINAL CREDIT AGREEMENT AND SECURITY AGREEMENT (0.6).
TURMAN III RE	10/20/05	0.30	ADVISE ON 956 ISSUE (0.3).
TURMAN III RE	10/21/05	2.70	ADVISE ON PRE-PETITION POST-PETITION COLLATERAL REQUEST (2.7).
TURMAN III RE	10/24/05	0.60	REVIEW REVISED TERM SHEET (0.6).
TURMAN III RE	10/25/05	3.10	REVIEW AND ADVISE ON BORROWING BASE AMENDMENT AND SECURITY AGREEMENT AMENDMENTS (3.1).
TURMAN III RE	10/26/05	8.30	ADVISE ON BORROWING BASE (1.2); REVIEW AND ADVISE ON "CARVE OUT" IN ORDER (7.1).
TURMAN III RE	10/27/05	0.30	REVIEW BORROWING BASE AMENDMENT AND ADVISE (0.3).
		<b>18.70</b>	
<b>Total Associate</b>		<b>221.90</b>	
CHOW PP	10/17/05	0.60	RESEARCH ON/IN DOCKET RE CONFIRMATION OF PROCESS OF SERVICE FOR DIP FINANCING INTERIM ORDER AND NOTICE OF FINAL HEARING (0.6).
CHOW PP	10/26/05	8.70	DRAFT DIP LENDER COLLATERAL VALUE POWERPOINT SLIDE AS EXHIBIT TO FINAL DIP FINANCING HEARING AND EDIT / REVISE SAME (6.2); COORDINATE WITH T. MATZ RE DISTRIBUTION OF BLACK-LINE DIP FINANCING ORDER AND BORROWING BASE AMENDMENT TO COURT AND OBTAIN SAME (0.7); REVIEW DEBTOR'S REPLY TO RESPONSES TO DIP FINANCING MOTION AND COORDINATE SERVICE OF SAME (1.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

CHOW PP	10/27/05	7.70	PREPARE INDEX OF CASE CITATIONS FOR RESPONSES FROM GENERAL MOTORS AND AD HOC COMMITTEE TO DEBTORS' MOTION FOR DIP FINANCING (2.8); PREPARE INDEX OF CASE CITATIONS FOR DEBTOR'S OMNIBUS REPLY TO RESPONSES TO MOTION FOR DIP FINANCING AND OBTAIN SAME (2.1); PREPARE DIP FINANCING PLEADINGS FOR COURT AND COORDINATE WITH COPY VENDOR RE SAME (1.6); EDIT / REVISE DIP LENDER COLLATERAL VALUE POWERPOINT SLIDE AS EXHIBIT TO FINAL DIP FINANCING HEARING (1.2).
		17.00	
DEMMA J	10/25/05	5.80	PREPARE MATERIALS FOR OCTOBER 27, 2005 OMNIBUS HEARING (5.8).
DEMMA J	10/26/05	15.50	PREPARE CASE LAW MATERIALS RE DEBTOR'S REPLY TO POST PETITION OBJECTION OF GM (4.6); PREPARE MATERIALS FOR OCTOBER 27, 2005 OMNIBUS HEARING (10.9).
DEMMA J	10/27/05	17.10	PREPARE MATERIALS FOR OCTOBER 27, 2005 OMNIBUS HEARING (8.0); ATTEND OCTOBER 27, 2005 OMNIBUS HEARING (9.1).
		38.40	
LORENZ G	10/27/05	8.60	ATTEND HEARING FOR FIRST OMNIBUS HEARING ON DIP MATTERS (6.5); ASSEMBLE BINDER UPDATES FOR EXHIBIT BINDERS (0.7); ORGANIZE AT COURTHOUSE FOR FIRST OMNIBUS HEARING (1.4).
		8.60	
SALAZAR AG	10/26/05	3.50	PREPARE AND ELECTRONICALLY FILE DIP RESPONSES (0.6); PREPARE AND ELECTRONICALLY FILE NOTICE OF FILING (1.6); COORDINATE SERVICE OF FILINGS (1.3).
SALAZAR AG	11/18/05	1.20	DISTRIBUTE CREDITORS' MEETING MATERIALS TO TEAM (1.2).
		4.70	
ZSOLDOS AF	10/26/05	8.30	PREPARE AMENDMENT TO DIP RESPONSE, INCLUDING DISCERNING OBJECTIONS FILED AFTER DEADLINE (0.8); PULL PBGC OBJECTIONS AND UNSECURED CREDITOR STATEMENTS (0.6); PREPARE BINDERS OF DIP OBJECTIONS (1.4); REVISE AND UPDATE CHART OF ALL DOCUMENTS (4.7); FINALIZE DIP EXHIBIT BINDER, QUALITY CHECK, AND CREATE INDEX (0.8).
ZSOLDOS AF	10/31/05	0.30	FORWARD BINDERS RE DELPHI DIP EXHIBITS TO R. EISENBERG (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

		8.60	
<b>Total Legal Assistant</b>		<b>77.30</b>	
ISAKSSON NK	10/26/05	7.00	ASSIST WITH DIP PRE-CLOSING (7.0).
		7.00	
ROMAN JJ	10/21/05	1.20	REVIEW COURT DOCKET AND RETRIEVE DOCUMENTS FOR ATTORNEYS' COPIES RE OBJECTIONS TO DIP FINANCE (1.2).
ROMAN JJ	10/26/05	0.90	REVIEW DOCKETS FROM VARIOUS CASES AND RETRIEVE DOCUMENTS RE INTERIM DIP ORDERS (0.9).
		2.10	
<b>Total Legal Assistant Support</b>		<b>9.10</b>	
<b>TOTAL TIME</b>		<b><u>501.40</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Financing (DIP and Emergence)**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	10/24/05	Nash, Jr. PJ	452.21
Air/Rail Travel - vendor feed	10/27/05	Nash, Jr. PJ	647.86
Air/Rail Travel - vendor feed	10/28/05	Nash, Jr. PJ	647.86
Air/Rail Travel - vendor feed	11/27/05	Springer DE	1,252.23
Air/Rail Travel - vendor feed	11/27/05	Springer DE	-602.87
Air/Rail Travel - vendor feed	11/29/05	Meisler RE	627.71
Air/Rail Travel - vendor feed	11/29/05	Meisler RE	-627.71
Air/Rail Travel - vendor feed	11/30/05	Springer DE	405.71
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$2,803.00</b>
In-house Reproduction	10/25/05	Copy Center, D	4.90
In-house Reproduction	10/27/05	Copy Center, D	1,585.87
In-house Reproduction	10/28/05	Copy Center, D	535.23
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$2,126.00</b>
Telephone Expense	10/28/05	Telecommunications, D	3.06
Telephone Expense	10/28/05	Telecommunications, D	3.93
Telephone Expense	10/28/05	Telecommunications, D	0.94
Telephone Expense	11/23/05	Telecommunications, D	0.05
Telephone Expense	11/23/05	Telecommunications, D	0.01
Telephone Expense	11/23/05	Telecommunications, D	0.01
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$8.00</b>
Lexis/Nexis	11/12/05	Jerr JJ	3,036.00
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$3,036.00</b>
Westlaw	10/25/05	Nash, Jr. PJ	335.00
		<b>TOTAL WESTLAW</b>	<b>\$335.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Reproduction - color	10/27/05	Copy Center, D	25.33
Reproduction - color	10/28/05	Copy Center, D	12.67
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$38.00</b>
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	21.00
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$21.00</b>
Air/Rail Travel (external)	10/24/05	Butler, Jr. J	124.00
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$124.00</b>
Out-of-Town Travel	10/23/05	Herriott AV	40.00
Out-of-Town Travel	10/24/05	Butler, Jr. J	771.42
Out-of-Town Travel	10/24/05	Nash, Jr. PJ	1,027.46
Out-of-Town Travel	10/24/05	Butler, Jr. J	14.00
Out-of-Town Travel	10/24/05	Butler, Jr. J	9.34
Out-of-Town Travel	10/25/05	Nash, Jr. PJ	21.40
Out-of-Town Travel	10/25/05	Nash, Jr. PJ	4.50
Out-of-Town Travel	10/27/05	Nash, Jr. PJ	530.69
Out-of-Town Travel	10/27/05	Herriott AV	1,115.79
Out-of-Town Travel	10/27/05	Herriott AV	12.00
Out-of-Town Travel	10/27/05	Herriott AV	5.40
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$3,552.00</b>
Messengers/ Courier	11/29/05	Dist Serv/Mail/Page, D	73.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$73.00</b>
Out-of-Town Meals	10/24/05	Butler, Jr. J	18.72
Out-of-Town Meals	10/24/05	Butler, Jr. J	14.32
Out-of-Town Meals	10/24/05	Nash, Jr. PJ	9.32
Out-of-Town Meals	10/24/05	Nash, Jr. PJ	1.60
Out-of-Town Meals	10/25/05	Nash, Jr. PJ	2.27
Out-of-Town Meals	10/25/05	Nash, Jr. PJ	5.40
Out-of-Town Meals	10/25/05	Nash, Jr. PJ	3.79
Out-of-Town Meals	10/25/05	Nash, Jr. PJ	2.96

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	10/25/05	Meisler RE	29.66
Out-of-Town Meals	10/25/05	Meisler RE	7.03
Out-of-Town Meals	10/25/05	Meisler RE	1.85
Out-of-Town Meals	10/25/05	Meisler RE	3.78
Out-of-Town Meals	10/25/05	Nash, Jr. PJ	13.48
Out-of-Town Meals	10/26/05	Meisler RE	130.85
Out-of-Town Meals	10/26/05	Meisler RE	3.84
Out-of-Town Meals	10/27/05	Nash, Jr. PJ	44.95
Out-of-Town Meals	10/27/05	Herriott AV	4.60
Out-of-Town Meals	10/27/05	Herriott AV	7.58
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$306.00</b>
Court Reporting	10/29/05	TSG Reporting, Inc	1,731.00
Court Reporting	11/05/05	TSG Reporting, Inc	1,885.00
		<b>TOTAL COURT REPORTING</b>	<b>\$3,616.00</b>
Contracted Catering-NY	11/28/05	Butler, Jr. J	1,441.85
Contracted Catering-NY	11/29/05	Butler, Jr. J	994.10
Contracted Catering-NY	11/29/05	Butler, Jr. J	497.05
		<b>TOTAL CONTRACTED CATERING-NY</b>	<b>\$2,933.00</b>
		<b>TOTAL MATTER</b>	<b>\$18,971.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Financing (DIP and Emergence)

Bill Date: 01/31/06  
Bill Number: 1092991

NAME	DATE	HOURS	DESCRIPTION
FRISHMAN LD	12/01/05	0.90	DISCUSS POTENTIAL HEDGE TRANSACTION WITH R. BAXTER (0.3) AND REVIEW RELATED DRAFT SERVICE AGREEMENT (0.6).
FRISHMAN LD	12/02/05	3.10	ATTEND WEEKLY SENIOR INTERNAL STRATEGY SESSION (2.2); EMAIL CORRESPONDENCE AND TELECONFERENCES WITH R. BAXTER RE CERTAIN DIP COMPLIANCE PROGRAM MATTERS (0.2) AND HEDGING TRANSACTIONS (0.4); TELECONFERENCE WITH M. BAKER OF S&S RE DIP INTERPRETATION QUESTION (0.3).
FRISHMAN LD	12/13/05	0.60	REVIEW AND GIVE COMMENTS ON PROPOSED INTER-COMPANY HEDGING SERVICE AGREEMENT (0.6).
FRISHMAN LD	12/14/05	0.80	CORRESPONDENCE WITH K. MARAFIOTI (0.3) AND RAMESH (0.3) RE HEDGE AGREEMENT; RESPOND TO R. MEISLER E-MAIL RE SUBSTITUTION OF PRE-PETITION COLLATERAL (0.2).
		5.40	
Total Partner		5.40	
TOTAL TIME		<u>5.40</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Financing (DIP and Emergence)**

**Bill Date: 01/31/06  
Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	12/29/05	Telecommunications, D	2.33
Telephone Expense	12/29/05	Telecommunications, D	0.33
Telephone Expense	12/29/05	Telecommunications, D	1.34
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$4.00</b>
		<b>TOTAL MATTER</b>	<b>\$4.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Financing (DIP and Emergence)**

**Bill Date: 02/28/06  
Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
BERLIN K	01/06/06	1.20	PREPARE DIP EXCEPTION FOR ENVIRONMENTAL CLEANUP MATTERS (1.2).
BERLIN K	01/09/06	0.50	EMAILS TO C. FRISHMAN RE BANKING ISSUES (0.5).
		1.70	
FRISHMAN LD	01/05/06	1.20	TELECONFERENCES WITH E. COCHRAN AND M. BAKER RE PROPOSED DIP AMENDMENTS (0.7); REVIEW RELEVANT DIP SECTIONS (0.5).
FRISHMAN LD	01/06/06	2.90	WEEKLY STRATEGY TELECONFERENCE (1.8); REVIEW AND GIVE COMMENTS ON PROPOSED CHANGES TO DIP (0.9); DISCUSS CHANGES FOR ENVIRONMENTAL CLAIMS WITH K. BERLIN (0.2).
FRISHMAN LD	01/09/06	0.40	TELECONFERENCES WITH T. KRAUSE OF DELPHI AND EMAILS WITH K. BERLIN RE DIP BASKET FOR ENVIRONMENTAL CLEAN UPS (0.3); RESPOND TO QUESTION OF J. LYON'S RE CERTAIN DIP MATTERS (0.1).
FRISHMAN LD	01/10/06	0.70	REVIEW AND GIVE COMMENTS ON DRAFT DIP RELATED RISK FACTORS FOR 10-K (0.4); TELECONFERENCES WITH T. KRAUSE RE REQUESTED CHANGES TO DIP (0.3).
FRISHMAN LD	01/11/06	2.30	LENGTHY TELECONFERENCE WITH R. BAXTER AND T. KRAUSE OF DELPHI, M. BAKER OF S&S AND OTHERS RE PERMISSIBILITY OF CERTAIN INTER-CO TRANSACTIONS UNDER DIP AND RELATED DISCLOSURE ISSUES (1.6); REVIEW RELEVANT DIP PROVISIONS RE THE FOREGOING (0.7).
FRISHMAN LD	01/13/06	1.10	WEEKLY LEGAL STATUS TELECONFERENCE (0.4); REVIEW DRAFT OF DIP AMENDMENT AND CORRESPONDENCE RE THE SAME (0.7).
FRISHMAN LD	01/17/06	0.30	GIVE M. BAKER COMMENTS ON DRAFT DIP AMENDMENT (0.3).
FRISHMAN LD	01/18/06	0.60	REVIEW AND GIVE COMMENTS ON REVISED DRAFT OF DIP AMENDMENT (0.6).
FRISHMAN LD	01/19/06	0.70	RESPOND TO QUESTION OF R. BAXTER RE INTERPRETATION OF CERTAIN PROVISIONS OF FINAL DIP ORDER (0.4); REVIEW REVISED DRAFT OF DIP AMENDMENT (0.3).
FRISHMAN LD	01/20/06	1.20	WEEKLY LEGAL UPDATE TELECONFERENCE (0.9); REVIEW REVISIONS TO AMENDMENT (0.3).
FRISHMAN LD	01/23/06	0.30	REVIEW AND GIVE S&S FEEDBACK ON REVISED DRAFT OF DIP AMENDMENT (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FRISHMAN LD	01/24/06	0.20	REVIEW REVISIONS TO DRAFT DIP AMENDMENT (0.2) .
FRISHMAN LD	01/27/06	1.10	WEEKLY STATUS TELECONFERENCE (1.1) .
FRISHMAN LD	01/30/06	0.20	COORDINATE REVIEW OF ISDA ACKNOWLEDGEMENT LETTERS (0.2) .
FRISHMAN LD	01/31/06	1.70	REVIEW CORRESPONDENCE FROM R. BAXTER RE DILIGENT ROYALTY PAYMENTS AND REVIEW RELEVANT PROVISIONS OF DIP AND CERTAIN ORDERS (1.7) .
		<b>14.90</b>	
<b>Total Partner</b>		<b>16.60</b>	
TOUSSI S	01/11/06	1.00	ADDRESS ISSUES RE BANK OF AMERICAN AND RELATED PENTASTAR LITIGATION (1.0) .
		<b>1.00</b>	
TURMAN III RE	01/06/06	0.60	REVIEW RELEASE LANGUAGE AND REDRAFT (0.6) .
TURMAN III RE	01/09/06	1.10	ADVISE ON RELEASE LANGUAGE (0.4) ; REVIEW PROPOSED JV LOAN (0.7) .
TURMAN III RE	01/31/06	0.60	REVIEW AND ADVISE ON ISDA TERMINATION (0.6) .
		<b>2.30</b>	
<b>Total Associate</b>		<b>3.30</b>	
<b>TOTAL TIME</b>		<b><u>19.90</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Financing (DIP and Emergence)**

**Bill Date: 02/28/06  
Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	01/27/06	Telecommunications, D	2.20
Telephone Expense	01/27/06	Telecommunications, D	2.70
Telephone Expense	01/27/06	Telecommunications, D	0.10
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$5.00</b>
Outside Research/Internet Services	01/06/06	Pacer Service Center	64.16
Outside Research/Internet Services	01/06/06	Pacer Service Center	1.84
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$66.00</b>
		<b>TOTAL MATTER</b>	<b>\$71.00</b>

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- and -

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-12  
UTILITIES  
577.2 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Utilities**

**Bill Date: 12/30/05  
Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
MARAFIOTI KA	10/18/05	0.10	REVIEW CORRESPONDENCE FROM UTILITIES (0.1).
MARAFIOTI KA	10/25/05	0.60	WORK ON RESOLUTION OF UTILITIES OBJECTIONS (0.6).
MARAFIOTI KA	11/11/05	0.30	DEVELOP STRATEGY RE RESPONSE TO OBJECTIONS (0.3).
MARAFIOTI KA	11/15/05	0.10	REPORT ON UTILITY NEGOTIATIONS (0.1).
MARAFIOTI KA	11/21/05	1.50	CORRESPONDENCE RE UTILITIES (0.2); REVIEW BACKGROUND OF NYPA SUPPLY AGREEMENT AND RELATED APPLICATION (0.5); UPDATE RE STATUS OF UTILITY NEGOTIATIONS (0.8).
MARAFIOTI KA	11/28/05	0.10	TELECONFERENCE FROM M. HALL RE MONROE COUNTY WATER AUTHORITY INQUIRY (0.1).
		<b>2.70</b>	
<b>Total Partner</b>		<b>2.70</b>	
MATZ TJ	10/18/05	0.50	TELECONFERENCES WITH COUNSEL TO CONOCO PHILLIPS RE UTILITIES ORDER AND REMOVAL OF CONOCO PHILLIPS (0.5).
MATZ TJ	10/19/05	0.20	FOLLOW UP RE CONOCO PHILLIPS ENTITIES ISSUES (0.2).
MATZ TJ	10/20/05	0.30	WORKING ON UTILITIES ADEQUATE PROTECTION MATTERS (0.3).
MATZ TJ	10/24/05	2.20	REVIEWING AND WORKING ON RESOLUTIONS OF ALL OBJECTIONS TO UTILITIES ORDER AND FOLLOW UP WORK RE SAME (2.2).
MATZ TJ	10/25/05	1.30	CONTINUED REVIEWING AND REVISING OF UTILITIES OBJECTIONS AND RESOLUTIONS THEREOF (1.3).
MATZ TJ	11/02/05	0.50	CONTINUING WORK ON UTILITY MATTERS AND REQUEST FOR ADEQUATE ASSURANCE (0.5).
MATZ TJ	11/10/05	3.80	CONTINUING REVIEW OF ALL UTILITY REQUEST FOR ADEQUATE ASSURANCE, COMPANY'S RESPONSES AND STATUS OF DISPUTES; WORKING ON SAME, POSSIBLE RESOLUTIONS (3.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	11/11/05	4.90	CONTINUED REVIEW AND REVISE VARIOUS OUTSTANDING OBJECTIONS AND REQUEST FOR ADEQUATE ASSURANCE (1.6); TELECONFERENCES WITH COMPANY RE SBC AND AT&T RE UTILITY CLAIMS AND RECONCILIATIONS (0.6); CORRESPONDENCE RE SAME (1.2); TELECONFERENCES WITH VARIOUS COUNSELORS RE ADEQUATE ASSURANCE NEGOTIATIONS (1.5).
MATZ TJ	11/14/05	4.00	CONTINUING WORK ON VARIOUS UTILITY OBJECTIONS AND ADDRESSING POTENTIAL RESOLUTIONS OF REQUEST FOR ADEQUATE ASSURANCE (2.5); FOLLOW UP CORRESPONDENCE WITH ENTERGY RE AGREEMENT (0.4); PREPARING FORM OF LETTER AGREEMENT AND CORRESPONDENCE WITH SBC COUNSEL RE ADEQUATE PROTECTION OBJECTION/DISCUSSION (0.2); CORRESPONDENCE WITH DELPHI RE RECONCILIATION SBC ACCOUNTS (0.3); REVIEWING AND RESPONDING TO ALAGASCO REQUEST FOR ADEQUATE ASSURANCE (0.6).
MATZ TJ	11/15/05	4.40	TELECONFERENCES AND CORRESPONDENCE WITH SBC AND COMPANY RE OBJECTIONS, REQUEST FOR ADEQUATE ASSURANCE (0.9); TELECONFERENCES WITH V. DAGOSTINO AND COMPANY RE AT&T REQUEST FOR ADEQUATE ASSURANCE (0.8); CORRESPONDENCE ENTERGY REQUEST FOR ADEQUATE ASSURANCE AND SET OFF (0.7); FOLLOW UP WORK RE WITHDRAWAL OF ALL UTILITY OBJECTIONS AND AGREEMENTS RESOLVING SAME (2.0).
MATZ TJ	11/16/05	4.90	CONTINUING WORK ON POSSIBLE RESOLUTION OF VARIOUS R. JOHNSON CLIENTS, AT&T, AND ENTERGY CLAIMS (1.9); FOLLOW-UP CALLS AND CORRESPONDENCE RE SAME (0.9); TELECONFERENCE WITH D. LADDIN RE SBC AS EXPIRING SUPPLY CONTRACT (0.5); CONFERENCE CALL WITH REPRESENTATIVES OF SBC AND DELPHI RE SAME (0.8); FOLLOW UP WORK WITH DELPHI RE SAME (0.8).
MATZ TJ	11/17/05	1.60	CONTINUING WORK ON RESOLUTIONS OF UTILITIES OBJECTIONS (1.0); TELECONFERENCES WITH SBC COMMUNICATIONS RE SAME (0.2); TELECONFERENCES WITH AT&T RE SAME (0.2); FOLLOW UP CORRESPONDENCE R. ENTERGY RESOLUTIONS (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	11/18/05	1.40	FOLLOW UP CALLS WITH D. LADDIN OF SBC COMMUNICATIONS RE UTILITY CONSENT (0.2); AND FOLLOW UP CALL WITH V. D'AGOSTINO OF AT&T RE UTILITY CONSENT (0.3); CORRESPONDENCE WITH V. D'AGOSTINO RE FORM OF LETTER AGREEMENT (0.2); TELECONFERENCE WITH COMPANY RE OUTSTANDING UTILITY MATTERS, RESOLUTION OF ENTERGY OBJECTION (0.7).
MATZ TJ	11/21/05	3.40	WORKING ON AND CORRESPONDENCE RE EXPANSION POWER CONTRACT MODIFICATION AND IMPLEMENTATION OF SAME (1.6); FINALIZING LETTER AGREEMENT WITH AT&T AND WITHDRAWAL OF OBJECTION (0.4); TELECONFERENCE AND FOLLOW UP CORRESPONDENCE WITH D. LADDIN OF SBC (0.7); REVIEWING AND REVISING ENTERGY MARK UP OF LETTER AGREEMENT RE ADEQUATE ASSURANCE (0.5); REVIEWING NEW REQUEST FOR ADEQUATE ASSURANCE FROM TROUTMAN SANDERS (0.2).
MATZ TJ	11/22/05	2.50	CONTINUING WORK ON RESOLVING AND DOCUMENTING RESOLUTION OF UTILITIES' OBJECTIONS (AT&T, SBC AND ENTERGY) (1.3); WORK ON ADDITIONAL REQUEST FOR ADEQUATE ASSURANCE FROM COLUMBIA GAS OF OHIO (0.2); WORK ON REQUEST FOR ADEQUATE ASSURANCE FROM KOKOMS GAS AND FUEL (0.2); WORK ON REQUEST FOR ADEQUATE ASSURANCE FROM LGF TRADING CO. (0.2); TELECONFERENCE WITH D. POOLE RE AT&T RESOLUTION (0.3); FOLLOW UP RE SAME (0.3).
MATZ TJ	11/23/05	0.80	WORKING ON FINALIZING ENTERGY'S REQUEST FOR ADEQUATE ASSURANCE (0.5); FOLLOW UP TELECONFERENCE RE AT&T RESOLUTION (0.3).
MATZ TJ	11/26/05	0.90	CORRESPONDENCE RE RESOLUTION OF UTILITIES DEPOSIT CLAIMS (0.3); FOLLOW UP WORK RE PAYMENT OF DEPOSITS (0.3); TELECONFERENCE WITH D. LADDIN RE SBC EXPIRING CONTRACTS (0.3).
MATZ TJ	11/30/05	1.40	CORRESPONDENCE AND CALLS WITH D. LADDIN RE SBC CONTRACT RENEWAL (0.6); CORRESPONDENCE AND CALLS R. REYES RE SBC CONTRACT RENEWAL (0.5); WORK ON ADDITIONAL REQUEST FOR ADEQUATE ASSURANCE (0.3).
		39.00	
Total Counsel		39.00	
DE ELIZALDE D	10/18/05	1.50	REVIEWED NIAGARA LETTER AGREEMENT; DRAFTED STIPULATION (1.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	10/19/05	4.40	ANALYSIS RE NIAGARA MOHAWK CLAIM, LETTER AGREEMENT AND ASSUMPTION OF SUCH CONTRACT (1.5); DRAFTED STIPULATION BETWEEN DELPHI AND NIAGARA MOHAWK (2.9).
DE ELIZALDE D	10/24/05	0.70	REVIEWED AND REVISED TERM SHEET RE NIAGARA MOHAWK'S REQUEST FOR ADEQUATE ASSURANCE (0.7).
DE ELIZALDE D	10/25/05	3.70	RESEARCH RE UTILITIES' RIGHT FOR ADEQUATE ASSURANCE (3.7).
DE ELIZALDE D	11/09/05	0.40	SUPERVISED FILING AND SERVICE OF MOTION TO ASSUME RE NIMO (0.4).
		<b>10.70</b>	
MEISLER RE	10/19/05	0.30	TELECONFERENCE WITH B. KAPLAN RE UTILITIES (0.3).
MEISLER RE	10/21/05	0.90	ATTENTION TO UTILITY MATTERS (0.6); ATTENTION TO CONOCO PHILLIPS DISPUTE (0.3).
MEISLER RE	10/25/05	2.40	CONFERENCES WITH G. NOVOD RE EDS AND REMOVAL OF SAME FROM UTILITIES MOTION (0.7); TELECONFERENCES WITH D. LADDIN RE SBC (0.9); TELECONFERENCES WITH CONSORTIUM OF UTILITIES RE OBJECTIONS TO UTILITY MOTION (0.5); REVIEW AND REVISE ORDER RE SAME (0.3).
MEISLER RE	10/26/05	0.40	REVIEW OF ISSUES RE UTILITIES (0.2); TELECONFERENCE WITH D. LADDIN RE SAME (0.2).
MEISLER RE	10/31/05	0.50	REVIEW CE CONTRACT CORRESPONDENCE (0.2); ATTENTION TO OBJECTING UTILITIES (0.3).
MEISLER RE	11/01/05	1.70	TELECONFERENCE WITH D. POOLE, M. HESTER, B. KAPLAN RE UTILITIES ISSUES (1.4); ATTENTION TO SAME (0.3).
MEISLER RE	11/07/05	0.50	ATTENTION TO OBJECTING UTILITIES (0.5).
MEISLER RE	11/11/05	0.20	TELECONFERENCE WITH K. CRAFT RE VERIZON (0.2).
MEISLER RE	11/21/05	0.70	TELECONFERENCES WITH V. ZIEGLER RE RESOLUTION OF UTILITIES OBJECTION (0.2); WORK ON SAME (0.5).
		<b>7.60</b>	
TOUSSI S	10/17/05	0.80	FOLLOW-UP ISSUES RE VARIOUS UTILITY REQUESTS FOR ADEQUATE ASSURANCE (0.5); FOLLOW UP WITH NIAGRA MOHAWK RE ASSIGNMENT OF ULTRA TOOL'S UTILITY CONTRACT (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	10/18/05	0.70	ADDRESS ISSUES RE NIAGRA MOHAWK AND OTHER UTILITY ISSUES (0.7).
TOUSSI S	10/19/05	0.60	EDIT AND REVISE NIAGRA STIPULATION (0.6).
TOUSSI S	10/20/05	0.70	FOLLOW-UP ISSUES WITH NIAGRA POWER, EDIT AND REVISE STIPULATION (0.7).
TOUSSI S	10/21/05	0.70	ADDRESS VARIOUS UTILITY ISSUES (0.3); EDIT AND REVISE PROPOSED TERM SHEET/STIPULATION (0.4).
TOUSSI S	10/25/05	3.00	REVIEW UTILITY ORDER AND OBJECTIONS (1.0); REVIEW CASE LAW RE ADEQUATE PROTECTION FOR UTILITIES IN THE SDNY (0.5); NEGOTIATE UTILITY OBJECTIONS WITH VARIOUS UTILITY COMPANIES (SBC, ETENERGY, AND AT&T) (1.5).
TOUSSI S	11/10/05	0.70	FOLLOW-UP ISSUES RE RECENTLY FILED CEC MOTION TO ASSUME UTILITY CONTRACTS (0.7).
		7.20	
ZIEGLER VE	10/18/05	3.10	WORK ON UTILITY ISSUES AND NIAGRA MOHAWK SETTLEMENT (3.1).
ZIEGLER VE	10/20/05	8.40	REVIEW STIPULATION WITH NIAGRA MOHAWK POWER CORPORATION (1.0); TELECONFERENCES WITH RESPECT TO ADEQUATE ASSURANCE REQUESTS (6.3); VARIOUS TELECONFERENCES AND EMAIL CORRESPONDENCE WITH DELPHI RE PEPSCO AND OTHER UTILITY PROVIDERS (1.1).
ZIEGLER VE	10/21/05	7.30	REVIEW AND REVISE TERM SHEET (1.9); WORK ON CONOCO PHILLIPS ORAL OBJECTION AS A UTILITY (1.1); EMAIL CORRESPONDENCE WITH D. POOLE RE SAME AND GEORGIA POWER (0.5); EMAIL CORRESPONDENCE WITH P. PRUITT RE SAME (0.8); WORK ON REQUEST FOR ADEQUATE ASSURANCE OF GEORGIA PACIFIC (2.1); TELECONFERENCE WITH C. TURNER RE SAME (0.9).
ZIEGLER VE	10/24/05	17.50	WORK ON REQUESTS FOR ADEQUATE ASSURANCE BY VARIOUS INFORMALLY OBJECTING PARTIES (4.3); EMAIL CORRESPONDENCE AND TELECONFERENCES WITH G. NOVODN (EDS), M. POKRASSA (FTI), C. HOSHALL (PEPCO), P. PREWITT (CONOCO), D. POOLE, RE UTILITY DISPUTES (5.6); REVIEW FORMAL OBJECTIONS TO UTILITY MOTION (3.4); PREPARE SUMMARY CHART RE SAME (2.1); RESEARCH RE FORWARD CONTRACT MERCHANT AND UTILITY (2.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	10/25/05	16.80	VARIOUS TELECONFERENCES WITH DELPHI RE UTILITY PROVIDERS INFORMATION (3.4); REVIEW EXHIBITS AND INFORMATION PROVIDED FROM COMPANY (2.4); VARIOUS TELECONFERENCES WITH UTILITY COMPANIES OBJECTING TO THE UTILITY MOTION (4.5); WORK ON RESEARCH RE FORWARD CONTRACT AND UTILITY PROVIDERS (2.2); WORK ON REPLY TO OBJECTION (2.2); REVIEW OBJECTIONS (2.1).
ZIEGLER VE	10/26/05	8.80	WORK ON RESOLUTIONS OF UTILITY OBJECTIONS AND VARIOUS CALLS WITH UTILITY PROVIDERS (4.3); DRAFT RESPONSE TO UTILITY OBJECTIONS (4.5).
ZIEGLER VE	10/27/05	3.10	REVISE UTILITY EXHIBIT AND ORDER AND DISTRIBUTE TO COURT (3.1).
ZIEGLER VE	10/28/05	3.90	FOLLOW UP CALLS WITH UTILITY PROVIDERS (1.6); UPDATE UTILITY EXHIBIT (1.1); REVISE OBJECTION CHART (1.2).
ZIEGLER VE	10/31/05	7.30	WORK ON VARIOUS UTILITY REQUESTS FOR ADEQUATE ASSURANCE (3.2); VARIOUS TELECONFERENCES WITH UTILITY PROVIDERS (1.2); REVISE CHART AND EXHIBITS PROVIDED BY DELPHI (2.9).
ZIEGLER VE	11/01/05	11.90	TELECONFERENCE WITH D. POOLE AND M. HESTER RE UTILITY PROVIDERS REQUESTS FOR ADEQUATE ASSURANCE (1.5) REVIEW VARIOUS REQUESTS FOR ADEQUATE ASSURANCE (2.2); WORK RE SAME (4.3); PREPARE CHART SUMMARIES RE OBJECTIONS TO UTILITY MOTION AND DATA COLLECTED FROM CLIENT (2.4); EMAIL CORRESPONDENCE WITH R. REYES AND A. MACRINO RE AT&T'S AND SBC'S REQUESTS FOR ADEQUATE ASSURANCE (1.5).
ZIEGLER VE	11/02/05	8.80	TELECONFERENCES WITH UTILITIES (1.7); VARIOUS TELECONFERENCES WITH D. POOL RE UTILITY REQUESTS (1.8); VARIOUS TELECONFERENCES AND EMAIL CORRESPONDENCE WITH UTILITY COMPANIES RE LETTER AGREEMENTS AND SETTLEMENTS (2.3); WORK ON SAME (3.0).
ZIEGLER VE	11/03/05	6.20	WORK ON RESOLVING OBJECTING UTILITIES REQUESTS (3.7); TELECONFERENCES WITH VARIOUS UTILITY COMPANIES (1.9); EMAIL CORRESPONDENCE WITH ENTERGY MISSISSIPPI RE ADEQUATE ASSURANCE (0.6).
ZIEGLER VE	11/04/05	6.20	VARIOUS CALLS AND EMAIL CORRESPONDENCE WITH UTILITY COMPANIES RE LETTER AGREEMENTS AND SETTLEMENTS (4.1); WORK ON SAME (2.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	11/07/05	2.60	TELECONFERENCES WITH VARIOUS UTILITY COMPANIES (1.9); EMAIL CORRESPONDENCE WITH ENTERGY MISSISSIPPI RE ADEQUATE ASSURANCE (0.7).
ZIEGLER VE	11/08/05	5.50	WORK ON RESOLVING OBJECTING UTILITIES REQUESTS (3.7); EMAIL CORRESPONDENCE WITH CLIENT RE CHARTS AND AGREEMENTS WITH NIAGARA MOHAWK (1.8).
ZIEGLER VE	11/09/05	7.00	VARIOUS TELECONFERENCES WITH D. POOL RE UTILITY REQUESTS (1.5); VARIOUS TELECONFERENCES AND EMAIL CORRESPONDENCE WITH UTILITY COMPANIES RE LETTER AGREEMENTS AND SETTLEMENTS (2.1); WORK ON SAME (3.4).
ZIEGLER VE	11/10/05	5.50	VARIOUS TELECONFERENCES AND EMAIL CORRESPONDENCE WITH UTILITY COMPANIES RE LETTER AGREEMENTS AND SETTLEMENTS (2.1); WORK ON SAME (3.4).
ZIEGLER VE	11/11/05	6.20	VARIOUS TELECONFERENCES AND EMAIL CORRESPONDENCE WITH UTILITY COMPANIES RE LETTER AGREEMENTS AND SETTLEMENTS (4.1); WORK ON SAME (2.1).
ZIEGLER VE	11/14/05	10.80	WORK ON SUPPLEMENTAL EXHIBIT TO UTILITY ORDER (1.5); WORK ON REQUESTS FOR ADEQUATE ASSURANCE (3.1); TELECONFERENCES AND EMAIL CORRESPONDENCE WITH UTILITY COMPANIES RE LETTER AGREEMENTS AND SETTLEMENTS (4.1); WORK ON SAME (2.1).
ZIEGLER VE	11/15/05	7.40	WORK ON LETTER AGREEMENTS WITH UTILITY COMPANIES (3.6) EMAIL CORRESPONDENCE AND VARIOUS CALLS RE SAME (1.6); REVIEW AND FOLLOW UP ON REQUESTS FOR ADEQUATE ASSURANCE (1.1); RESEARCH RE ORDINARY COURSE OF BUSINESS TRANSACTION AND MODIFICATION OF A CONTRACT (1.1).
ZIEGLER VE	11/16/05	9.30	WORK ON REQUESTS FOR ADEQUATE ASSURANCE (3.1); VARIOUS TELECONFERENCES AND EMAIL CORRESPONDENCE WITH UTILITY COMPANIES RE LETTER AGREEMENTS AND SETTLEMENTS (4.1); WORK ON SAME (2.1).
ZIEGLER VE	11/17/05	10.30	VARIOUS TELECONFERENCES WITH D. LADIN RE SBC 'S REQUESTS FRO ADEQUATE ASSURANCE AND ASSUMPTION OF CONTRACTS (2.1); VARIOUS TELECONFERENCES AND EMAIL CORRESPONDENCE WITH OTHER OBJECTING UTILITIES AND DELPHI RE SETTLEMENT AND LETTER AGREEMENTS (4.1); DRAFTED LETTER AGREEMENTS AND RESPONSES (4.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	11/18/05	4.40	WORK ON VARIOUS LETTER AGREEMENTS WITH UTILITY COMPANIES (3.1); VARIOUS TELECONFERENCES WITH DELPHI AND UTILITIES RE SAME (1.3).
ZIEGLER VE	11/21/05	7.40	WORK ON LETTER AGREEMENTS WITH UTILITY COMPANIES (3.6) EMAIL CORRESPONDENCE AND VARIOUS TELECONFERENCES RE SAME (1.6); REVIEW AND FOLLOW UP ON REQUESTS FOR ADEQUATE ASSURANCE (1.1); RESEARCH RE ORDINARY COURSE OF BUSINESS TRANSACTION AND MODIFICATION OF A CONTRACT (1.1).
ZIEGLER VE	11/22/05	7.30	VARIOUS CALLS WITH E. SCHNABEL AND V. D'AGOSTINO RE ENTERGY'S AND AT&T'S REQUESTS FOR ADEQUATE ASSURANCE; REVISE LETTER AGREEMENT RE SAME; EMAIL CORRESPONDENCE AND TELECONFERENCES WITH D. POOL AND M. HALL RE VARIOUS REQUESTS FOR ADEQUATE ASSURANCE (7.3).
ZIEGLER VE	11/23/05	6.90	REVISE LETTER AGREEMENTS WITH UTILITY COMPANIES (3.8); VARIOUS TELECONFERENCES RE SAME (3.1).
ZIEGLER VE	11/28/05	8.20	WORK ON UTILITIES REQUESTS FOR ADEQUATE ASSURANCE (2.7); REVISE LETTER AGREEMENTS (2.7); TELECONFERENCE WITH M. HALL RE CLEAR WATER ENTERPRISE (0.3); EMAIL CORRESPONDENCE RE SAME (0.3); TELECONFERENCE AND EMAIL CORRESPONDENCE WITH M. HALL RE MONROE WATER COMPANY (0.6); REVISE SUPPLEMENTAL EXHIBIT (1.1); EMAIL CORRESPONDENCE RE SAME (0.5).
ZIEGLER VE	11/29/05	4.30	REVIEW AND DRAFT RESPONSE TO CENTERPOINT ENERGY'S REQUEST FOR ADEQUATE ASSURANCE (2.5); WORK ON UTILITY SUPPLEMENT EXHIBIT (0.7); RESPOND TO REQUEST FOR ADEQUATE ASSURANCE BY CLEAR WATER ENTERPRISE (1.1).
ZIEGLER VE	11/30/05	7.00	RESEARCH AND DRAFT EMAIL RE CENTERPOINT ENERGY'S REQUEST FOR ADEQUATE ASSURANCE (3.1); WORK ON SUPPLEMENTAL EXHIBIT TO UTILITY ORDER (1.1); VARIOUS TELECONFERENCES WITH M. HALL RE SIGNATURE PAGES (1.0); REVISE LETTER AGREEMENTS (1.8).
		219.40	
Total Associate		244.90	
TOTAL TIME		<u>286.60</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Utilities**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/11/05	Copy Center, D	0.17
In-house Reproduction	11/15/05	Copy Center, D	0.67
In-house Reproduction	11/29/05	Copy Center, D	0.16
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$1.00</b>
Telephone Expense	10/28/05	Telecommunications, D	0.85
Telephone Expense	10/28/05	Telecommunications, D	1.40
Telephone Expense	10/28/05	Telecommunications, D	0.23
Telephone Expense	11/23/05	Telecommunications, D	4.31
Telephone Expense	11/23/05	Telecommunications, D	7.13
Telephone Expense	11/23/05	Telecommunications, D	1.03
Telephone Expense	11/23/05	Telecommunications, D	0.05
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$15.00</b>
Lexis/Nexis	10/25/05	De Elizalde D	10.00
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$10.00</b>
Westlaw	10/21/05	Ziegler VE	18.09
Westlaw	10/24/05	Ziegler VE	581.90
Westlaw	11/03/05	Ziegler VE	334.28
Westlaw	11/10/05	Ziegler VE	475.73
		<b>TOTAL WESTLAW</b>	<b>\$1,410.00</b>
		<b>TOTAL MATTER</b>	<b>\$1,436.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Utilities**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	12/01/05	1.20	WORKING AND FINALIZING SUPPLEMENT TO UTILITIES ORDER (0.4); TELECONFERENCES AND CORRESPONDENCE WITH FTI CONSULTING RE SAME (0.4); FOLLOW-UP RE AT&T WITHDRAWAL OF OBJECTION (0.2); REVIEWING AND DISTRIBUTE TO CHAMBERS BLACKLINE OF CONSUMERS ENERGY ORDER (0.2).
MATZ TJ	12/04/05	0.40	REVIEWING AND UPDATING UTILITIES CHART, DEPOSIT REQUIREMENTS STATUS (0.4).
MATZ TJ	12/05/05	1.30	TELECONFERENCES AND CORRESPONDENCE WITH D. POOLE RE ENTERGY AGREEMENT AND DEPOSIT REQUIREMENTS (0.4); FOLLOW-UP WORK TO CONFIRM ALL DEPOSIT ARRANGEMENTS, MECHANICS FOR D. POOLE (0.6); TELECONFERENCE AND CORRESPONDENCE WITH R. REYES ON SBC COMMUNICATIONS RESOLUTIONS (0.3).
MATZ TJ	12/06/05	1.60	TELECONFERENCES WITH D. POOLE RE SETTLEMENT OF UTILITY DEPOSITS (0.4); TELECONFERENCES WITH R. REYES RE SETTLEMENT OF UTILITY DEPOSITS (0.2); CORRESPONDENCE RE SAME (0.4); TELECONFERENCE WITH A. MACRINS, R. REYES RE SBC COMMUNICATIONS CONTRACT MATTERS (0.6).
MATZ TJ	12/07/05	0.50	TELECONFERENCES WITH D. POOLE AND M. HESTER RE ADEQUATE ASSURANCE REQUEST (0.5).
MATZ TJ	12/08/05	1.60	TELECONFERENCE WITH D. LADDIN, SBC AND A. MACRINO RE SBC ADEQUATE ASSURANCE REQUEST AND EXTENSION OF CONTRACTS THROUGH 2006 (0.6); TELECONFERENCES WITH D. LADDIN RE SAME (0.8); FOLLOW UP CALL WITH A. MACRINO RE SAME (0.2).
MATZ TJ	12/12/05	0.30	FOLLOW UP CALL WITH R. REYES RE SBC OBJECTION RESOLUTION (0.3).
MATZ TJ	12/13/05	1.40	CORRESPONDENCE AND CALLS WITH A. MARCINO, R. REYES RE SBC LETTER AGREEMENT, DEPOSIT (0.5); REVIEW AND REVISE SBC LETTER AGREEMENT (0.4); TELECONFERENCES WITH VARIOUS UTILITIES RE ADEQUATE ASSURANCE REQUEST (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	12/14/05	1.30	CONTINUING WORK ON FINALIZING LETTER AGREEMENT WITH SBC COMMUNICATIONS (0.4); WORK ON ADDITIONAL REQUEST FOR ADEQUATE ASSURANCE AND TELECONFERENCES WITH COMPANY RE SAME (0.9).
MATZ TJ	12/16/05	1.00	TELECONFERENCES D. POOLE RE VARIOUS SECURITY DEPOSITS (0.4); FOLLOW UP CORRESPONDENCE WITH J. SHEEHAN & M. HESTER RE SAME (0.4); FOLLOW UP WITH A. MACRINO RE SBC SETTLEMENT (0.2).
MATZ TJ	12/19/05	0.90	CORRESPONDENCE AND WORK ON ADDITIONAL REQUEST FOR ADEQUATE ASSURANCE (0.6); FOLLOW UP RE STATUS OF SBC CLAIM AND ALL DEPOSITS (0.3).
MATZ TJ	12/20/05	0.60	CORRESPONDENCE WITH SBC COUNSEL RE ADEQUATE ASSURANCE SETTLEMENT (0.3); FOLLOW UP WORK RE ADDITIONAL UTILITIES REQUEST (0.3).
MATZ TJ	12/21/05	0.40	REVIEW AND REVISE FINAL LETTER AGREEMENT WITH SBC (0.2); FOLLOW UP RE SAME (0.2).
		<b>12.50</b>	
<b>Total Counsel</b>		<b>12.50</b>	
DE ELIZALDE D	12/06/05	1.50	ANALYSIS RE EDISON'S CLAIM (1.5).
DE ELIZALDE D	12/08/05	1.20	ANALYSIS OF CNE CLAIM FOR ADEQUATE ASSURANCE (1.2).
DE ELIZALDE D	12/13/05	2.90	ANALYSIS OF KOKOMO AND DUKE ENERGY'S REQUEST FOR ADEQUATE ASSURANCE (2.9).
DE ELIZALDE D	12/14/05	1.50	ANALYSIS OF REQUEST OF ADEQUATE ASSURANCE BY KOKOMO AND DUKE ENERGY (1.5).
		<b>7.10</b>	
TOUSSI S	12/12/05	1.40	ADDRESS ISSUES RE VARIOUS OUTSTANDING UTILITY ISSUES (0.5); ADDRESS SETOFF REQUEST BY ENTERGY (0.4), RESEARCH ISSUES RE SAME (0.5).
TOUSSI S	12/14/05	1.30	REVIEW SETTLEMENT AGREEMENT (0.3), FURTHER RESEARCH ON UTILITY SETOFF RIGHTS OF UTILITY (0.5); PREPARE CORRESPONDENCE AND SETTLEMENT PROPOSAL RE ENTERGY (0.5).
TOUSSI S	12/15/05	1.80	ADDRESS OUTSTANDING UTILITY ISSUES (0.7); RESEARCH ISSUES RE APPLICATION OF DEPOSITS (0.5); TELECONFERENCE WITH ENTERGY TO DISCUSS SETTLEMENT (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	12/16/05	1.10	ADDRESS UTILITY SETOFF ISSUES RE ENTERGY (0.4); RESEARCH 553(A) (3) SETOFF DEFENSES RE 8/15 DEPOSIT (0.5); FOLLOW UP WITH D. POOLE RE POTENTIAL DEFENSE TO ENTERGY'S SETOFF REQUEST (0.2).
TOUSSI S	12/21/05	0.90	ADDRESS UTILITY ISSUES RE CONSTELLATION AND ENTERGY (0.5); FOLLOW UP WITH CLIENT AND REVIEW POTENTIAL DEFENSES (0.4).
		6.50	
ZALTZMAN H*	12/09/05	2.10	COMPLETE SETTLEMENT LETTER TO SBC BASED ON TERMS REACHED WITH AT&T (2.1).
ZALTZMAN H*	12/13/05	0.40	DRAFTING/EDITING ON SBC SETTLEMENT LETTER (0.4).
		2.50	
ZIEGLER VE	12/01/05	7.80	DRAFT LETTER RESPONSES TO REQUESTS FOR ADEQUATE ASSURANCE (3.1); PREPARE STATUS CHARTS OF LETTER AGREEMENTS AND INFORMAL OBJECTIONS FILED BY UTILITY COMPANIES (3.3); VARIOUS TELECONFERENCES WITH D. POOLE RE OUTSTANDING UTILITY ISSUES (1.4).
ZIEGLER VE	12/02/05	7.20	RESEARCH AND DRAFT EMAIL RE CENTERPOINT ENERGY'S REQUEST FOR ADEQUATE ASSURANCE (2.5); WORK ON SUPPLEMENTAL EXHIBIT TO UTILITY ORDER (1.3); VARIOUS TELECONFERENCES WITH M. HALL RE SIGNATURE PAGES (1.3); REVISE LETTER AGREEMENTS (2.1).
ZIEGLER VE	12/19/05	4.60	WORK ON ENTERGY'S OBJECTION (2.1); VARIOUS TELECONFERENCES WITH N. BERGER RE SAME (0.4); REVIEW AND REVISE UTILITY PAYMENT AND ADEQUATE ASSURANCE REQUESTS CHARTS (1.1); FOLLOW UP ON DEPOSIT PAYMENTS (0.5); TELECONFERENCE WITH D. POOLE RE OUTSTANDING MATTERS (0.5).
ZIEGLER VE	12/20/05	8.50	WORK ON CONSTELLATION ENERGY'S SET OFF REQUEST (1.4); VARIOUS TELECONFERENCES WITH D. POOLE RE SAME (1.2); WORK ON SBC LETTER AGREEMENT (1.1); VARIOUS TELECONFERENCES WITH D. LADDIN RE SAME (0.8); VARIOUS TELECONFERENCES WITH A. MARCHINO RE SAME (0.8); REVIEW AND RESEARCH DUKE ENTERGY'S REQUEST FOR ADEQUATE ASSURANCE (2.1); FOLLOW UP WITH M. HALL AND D. POOLE RE SAME (1.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	12/21/05	9.10	WORK ON NYPA'S REQUEST TO CURE DEFAULTS UNDER POWER CONTRACTS WITH NIAGARA MOHAWK (2.3); VARIOUS TELECONFERENCES WITH M. ZARNOSKY RE SAME (1.4); WORK ON SBC LETTER AGREEMENT (1.3); VARIOUS TELECONFERENCES WITH D. LADDIN RE SAME (0.8); VARIOUS TELECONFERENCES WITH D. VANSICKLE RE SAME (0.9); REVIEW AND RESEARCH DUKE ENTERGY'S REQUEST FOR ADEQUATE ASSURANCE (2.4) .
ZIEGLER VE	12/22/05	4.40	EMAIL CORRESPONDENCE AND CALLS WITH E. RAY AND M. FISK RE ADEQUATE ASSURANCE REQUESTS (2.1); FOLLOW UP WITH M. HALL ON VARIOUS UTILITY MATTERS (1.2); TELECONFERENCES WITH TALLY WIENER RE PEPSCO'S REQUEST FOR SETOFF (1.1) .
ZIEGLER VE	12/27/05	3.50	WORK ON ENTERGY'S OBJECTION (2.0) VARIOUS TELECONFERENCES WITH N. BERGER RE SAME (0.4); REVIEW AND REVISE UTILITY PAYMENT AND ADEQUATE ASSURANCE REQUESTS CHARTS (1.1) .
ZIEGLER VE	12/28/05	6.50	WORK ON NYPA'S REQUEST TO CURE DEFAULTS UNDER POWER CONTRACTS WITH NIAGARA MOHAWK (4.1); VARIOUS TELECONFERENCES WITH M. ZARNOSKY RE SAME (1.2); EMAIL CORRESPONDENCE WITH P. ZISSER RE SAME (1.2) .
ZIEGLER VE	12/29/05	1.10	REVIEW SOUTHERN CALIFORNIA EDISON'S REQUEST FOR ADEQUATE ASSURANCE (1.1) .
ZIEGLER VE	12/30/05	5.60	WORK ON PROFFERS AND SCRIPTS RE NIAGARA MOHAWK; LEASE PROCEDURES AND LEASE REJECTION MOTIONS (4.5); REVIEW SOUTHERN CALIFORNIA EDISON'S REQUEST FOR ADEQUATE ASSURANCE (1.1) .
		58.30	
<b>Total Associate/Law Clerk</b>		<b>74.40</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	12/01/05	0.70	PREPARE AND ELECTRONICALLY FILE SUPPLEMENTAL EXHIBIT TO UTILITIES ORDER AND COORDINATE SERVICE (0.7) .
SALAZAR AG	12/02/05	0.50	CIRCULATE NOTICE OF WAIVER FOR UTILITY OBJECTIONS AND SEND TO CLIENT AND DISTRIBUTE INTERNALLY WITH INSTRUCTIONS FOR PAYMENT (0.5) .
SALAZAR AG	12/06/05	0.50	GATHER SIGNATURE PAGES RE UTILITIES SETTLEMENTS TO SEND TO CLIENT (0.5) .
SALAZAR AG	12/07/05	0.10	REVISE CHART ON UTILITY SETTLEMENTS (0.1) .
SALAZAR AG	12/19/05	0.30	REVIEW STATUS OF UTILITY PAYMENTS (0.3) .
		2.10	
<b>Total Legal Assistant</b>		2.10	
<b>TOTAL TIME</b>		<b><u>89.00</u></b>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Utilities**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	12/02/05	Copy Center, D	1.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$1.00</b>
Telephone Expense	12/29/05	Telecommunications, D	1.21
Telephone Expense	12/29/05	Telecommunications, D	0.14
Telephone Expense	12/29/05	Telecommunications, D	0.65
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$2.00</b>
Messengers/ Courier	12/19/05	Dist Serv/Mail/Page, D	6.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$6.00</b>
		<b>TOTAL MATTER</b>	<b>\$9.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Utilities**

**Bill Date: 02/28/06  
Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
MARAFIOTI KA	01/25/06	1.00	CORRESPONDENCE RE UTILITIES (0.3); DEVELOP STRATEGY RE OBJECTIONS RAISED BY UTILITIES AND REQUESTS FOR ADEQUATE ASSURANCE (0.7).
MARAFIOTI KA	01/26/06	0.60	CORRESPONDENCE RE SOUTHERN CALIFORNIA EDISON (0.6).
MARAFIOTI KA	01/31/06	0.50	REVIEWED AND REVISED NOTICE OF DECISION TO ENTER INTO POWER SERVICE CONTRACT WITH CONSUMERS ENERGY AND RELATED CORRESPONDENCE (0.2); STUDY ISSUES RE LOCKPORT/NYSEG TRANSACTION (0.3).
		<b>2.10</b>	
<b>Total Partner</b>		<b>2.10</b>	
MATZ TJ	01/06/06	1.60	REVIEWING RESPONSES TO 2 ADEQUATE ASSURANCE REQUEST (0.4); REVIEW AND WORK ON FACTS AND RESPONSE RE SOUTHERN CALIFORNIA EDISON AND UNITED POWERS REQUEST FOR ADEQUATE ASSURANCE (1.2).
MATZ TJ	01/09/06	0.60	CONTINUING WORK ON SOUTHERN CALIFORNIA EDISON AND UNITED POWER REQUEST FOR ADEQUATE ASSURANCE (0.6).
MATZ TJ	01/11/06	0.80	FOLLOW UP WORK RE ADDITIONAL REQUEST FOR ADEQUATE ASSURANCE (0.6); CORRESPONDENCE RE SAME (0.2).
MATZ TJ	01/12/06	0.60	WORK ON ADEQUATE ASSURANCE REQUEST (0.4); FOLLOW UP CORRESPONDENCE RE SAME (0.2).
MATZ TJ	01/16/06	0.50	WORK ON RESOLUTION OF LOCKOUT REQUEST (0.3); RESOLUTION OF ADDITIONAL REQUEST FOR ADEQUATE ASSURANCE (0.2).
MATZ TJ	01/17/06	0.80	CONTINUING WORK ON LOCKPORT FACILITY AMENDMENTS TO POWER SUPPLY AGREEMENTS WITH TWO SUPPLIERS (0.6); FOLLOW UP CORRESPONDENCE RE SAME (0.2).
MATZ TJ	01/18/06	1.00	FOLLOW UP WORK RE NIAGARA MOHAWK (0.4); CORRESPONDENCE RE LOCKPORT ELECTRICITY CONTRACT (0.2); FOLLOW UP WORK RE SAME AND GEORGIA POWER (0.4).
MATZ TJ	01/19/06	0.60	CONTINUING WORK RE ADEQUATE ASSURANCE MATTERS IN GEORGIA POWER AND RESOLUTION THEREOF (0.4) AND POSSIBLE COURT APPLICATION RE DISPUTE (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	01/23/06	1.20	CONTINUING WORK ON REQUESTS FOR ADEQUATE ASSURANCE, INCLUDING OBJECTION TO SOUTHERN CALIFORNIA EDISON MOTION TO VACATE (0.8); STATUS OF VARIOUS CLAIMS (0.4).
MATZ TJ	01/24/06	1.20	WORK ON MATTERS RE OBJECTION TO SOUTHERN CALIFORNIA EDISON MOTION TO VACATE (1.2).
MATZ TJ	01/25/06	0.80	CONTINUING WORK ON SOUTHERN CALIFORNIA EDISON MOTION TO VACATE AND RESPONSE (0.8).
MATZ TJ	01/26/06	1.00	CONTINUING WORK ON SOUTHERN CALIFORNIA EDISON MOTION TO VACATE/ADEQUATE ASSURANCE REQUEST (0.8); CORRESPONDENCE RE SAME (0.2).
MATZ TJ	01/27/06	0.70	FURTHER CORRESPONDENCE AND WORK RE RESOLUTION OF SOUTHERN CALIFORNIA EDISON MOTION TO VACATE AND REQUEST FOR ADEQUATE ASSURANCE (0.5); CORRESPONDENCE RE CONSUMERS ENERGY CONTRACT ASSUMPTION (0.2).
MATZ TJ	01/30/06	0.50	CONTINUING WORK ON SOUTHERN CALIFORNIA EDISON'S REQUEST FOR ADEQUATE ASSURANCE (0.2); CONTINUING WORK ON GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (0.1); CONTINUING WORK ON ALABAMA POWER'S REQUEST FOR ADEQUATE ASSURANCE (0.1); CONTINUING WORK ON KOKOMO AND KGF'S REQUEST FOR ADEQUATE ASSURANCE (0.1).
MATZ TJ	01/31/06	0.80	FOLLOW UP WORK RE LOCKPORT CONTRACT MATTER AND POSSIBLE MOTION RE SAME (0.8).
		12.70	
<b>Total Counsel</b>		12.70	
DE ELIZALDE D	01/24/06	0.50	REVIEWED INTERIM AND FINAL UTILITIES ORDERS AND CERTIFICATES OF SERVICE THEREOF (0.5).
DE ELIZALDE D	01/25/06	3.20	ANALYSIS OF SCE MOTION TO VACATE UTILITY ORDER (0.8); RESEARCH RE APPLICABILITY OF BANKRUPTCY RULES 9017 AND 7004 TO THE UTILITY PLEADINGS (1.5); DRAFTED OBJECTION TO SCE'S MOTION TO VACATE UTILITY ORDER (0.9).
		3.70	
ZALTZMAN H*	01/05/06	3.10	RESEARCH DELAYED REQUESTS FOR ADEQUATE ASSURANCE UNDER THE UTILITIES MOTION (3.1).
ZALTZMAN H*	01/06/06	0.80	COMPLETE RESEARCH RE UTILITIES MOTION AND DELAYED REQUESTS ISSUES (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	01/23/06	5.40	RESEARCH PROPER SERVICE PROCEDURES RE MOTION TO VACATE UTILITY ORDER, FOCUSING ON OVERNIGHT MAIL (2.4); RESEARCH FURTHER CASELAW SUPPORTING "ADEQUATE ASSURANCE" STANDARD USED IN UTILITY MOTION (1.8); RESEARCH RE UTILITY OBJECTION RE WHETHER CAPITAL EXPENDITURES OF SEPARATE K ARE PRE OR POST PETITION (1.2).
		9.30	
ZIEGLER VE	01/03/06	4.40	EMAIL CORRESPONDENCE WITH M. HESTER AND D. POOLE RE UNTIMELY REQUESTS FOR ADEQUATE ASSURANCE (1.2); FOLLOW UP ON SBC'S DEPOSIT PAYMENT (0.5); TELECONFERENCE WITH M. FISK RE KOKOMO AND KGF'S REQUEST FOR ADEQUATE ASSURANCE (0.7); EMAIL CORRESPONDENCE WITH M. HALL AND D. POOL RE MONTHLY AVERAGE PAYMENTS FOR UTILITY COMPANIES AND ACCOUNT VERIFICATION (1.5); TELECONFERENCES WITH C. TURNER RE GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (0.5).
ZIEGLER VE	01/04/06	9.60	DRAFT SCRIPT RE NIAGARA MOHAWK MOTION (2.1); WORK ON NYPA'S REQUEST TO CURE DEFAULTS UNDER POWER CONTRACTS WITH NIAGARA MOHAWK (3.1); VARIOUS TELECONFERENCES WITH M. ZARNOSKY RE SAME (1.2); REVIEW AND RESEARCH DUKE ENTERGY'S REQUEST FOR ADEQUATE ASSURANCE (3.2).
ZIEGLER VE	01/05/06	8.40	MEETING WITH M. ZARNOSKY RE PREPARATION FOR NIAGARA MOHAWK MOTION HEARING (1.3); EMAIL CORRESPONDENCE WITH R. JOHNSON RE ADEQUATE ASSURANCE REQUEST (0.8); TELECONFERENCE AND EMAIL CORRESPONDENCE WITH E. RAY RE ALABAMA POWER'S REQUEST FOR ADEQUATE ASSURANCE (1.2); TELECONFERENCE AND EMAIL CORRESPONDENCE WITH M. FISK RE KOKOMO, KGF AND COLUMBIA GAS OF OHIO REQUESTS FOR ADEQUATE ASSURANCE (1.4); TELECONFERENCE WITH J. CARLINE FROM NYPA RE OUTSTANDING PREPETITION AMOUNTS OWED BY DELPHI TO NYPA UNDER THE NIMO AGREEMENT (0.9); EMAIL CORRESPONDENCE WITH M. HESTER RE SAME (0.3); DRAFT SETTLEMENT AGREEMENT RE SAME (2.5).
ZIEGLER VE	01/06/06	5.80	DRAFT A LETTER RESPONSE TO SOUTHERN CALIFORNIA EDISON RE UNTIMELY REQUEST FOR ADEQUATE ASSURANCE (4.2); EMAIL CORRESPONDENCE WITH M. HALL RE SOUTHERN CALIFORNIA EDISON (0.5); EMAIL CORRESPONDENCE WITH D. POOLE AND M. HESTER RE UNTIMELY REQUESTS FOR ADEQUATE ASSURANCE (1.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	01/09/06	1.90	TELECONFERENCES WITH CHRISTIAN TURNER RE GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (0.4); EMAIL CORRESPONDENCE WITH M. HESTER AND D. POOLE RE UNTIMELY REQUESTS FOR ADEQUATE ASSURANCE (1.2); FOLLOW UP ON SBC'S DEPOSIT PAYMENT (0.3).
ZIEGLER VE	01/10/06	3.80	TELECONFERENCE WITH M. FISK RE KOKOMO AND KGF'S REQUEST FOR ADEQUATE ASSURANCE (0.4); EMAIL CORRESPONDENCE WITH M. HALL AND D. POOL RE MONTHLY AVERAGE PAYMENTS FOR UTILITY COMPANIES AND ACCOUNT VERIFICATION (1.4); TELECONFERENCES WITH C. TURNER RE GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (0.4); EMAIL CORRESPONDENCE WITH M. HESTER AND D. POOLE RE UNTIMELY REQUESTS FOR ADEQUATE ASSURANCE (1.2); FOLLOW UP ON SBC'S DEPOSIT PAYMENT (0.4).
ZIEGLER VE	01/13/06	10.80	EMAIL CORRESPONDENCE WITH M. HALL RE ALABAMA POWER, KOKOMO AND GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (1.3) NEGOTIATE WITH UTILITY COMPANIES RE REQUESTS FOR ADEQUATE ASSURANCE (3.1); REVIEW SECOND CIRCUIT RECENT BANKRUPTCY CASES RE SAME (1.2); TELECONFERENCE AND EMAIL CORRESPONDENCE WITH C. TURNER RE GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (0.6); EMAIL CORRESPONDENCE AND VARIOUS TELECONFERENCES WITH M. HESTER AND D. POOLE RE TIMELY REQUESTS FOR ADEQUATE ASSURANCE (1.6); ANALYZE SAME (2.5); TELECONFERENCES WITH M. HESTER RE SAME (0.5).
ZIEGLER VE	01/17/06	11.40	WORK ON ANALYSIS OF WHETHER A MODIFICATION OF A POWER CONTRACT BETWEEN LOCKPORT, NYPA, NYGEG AND DELPHI IS IN THE ORDINARY COURSE OF BUSINESS (4.9); DRAFT MEMO RE SAME (4.7); EMAIL CORRESPONDENCE WITH M. HESTER AND D. POOLE RE REQUEST FOR ADEQUATE ASSURANCE (1.3); TELECONFERENCE WITH M. FIKS RE REQUESTS FOR ADEQUATE ASSURANCE BY KOKOMO AND KFG (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	01/18/06	9.50	TELECONFERENCE WITH M. ZARNOSKY AND M. HESTER RE OUTSTANDING PREPETITION AMOUNTS OWED BY DELPHI TO NYPA UNDER THE NIMO AGREEMENT (0.9); TELECONFERENCE WITH J. CARLINE FROM NYPA RE SAME (0.8). EMAIL CORRESPONDENCE AND ANALYSIS RE SAME (3.8); EMAIL CORRESPONDENCE WITH M. HALL RE DUKE ENERGY AND GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (1.3); TELECONFERENCE AND EMAIL CORRESPONDENCE WITH C. TURNER RE GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (0.8); DRAFT LETTER AGREEMENT RE SETTLEMENT WITH GEORGIA POWER (1.3); EMAIL CORRESPONDENCE WITH J. SHEEHAN RE TIMELY REQUESTS FOR ADEQUATE ASSURANCE (0.6).
ZIEGLER VE	01/19/06	8.60	TELECONFERENCE AND EMAIL CORRESPONDENCE WITH E. RAY RE ALABAMA POWER'S REQUEST FOR ADEQUATE ASSURANCE (1.2); TELECONFERENCE AND EMAIL CORRESPONDENCE WITH M. FISK RE KOKOMO, KGF AND COLUMBIA GAS OF OHIO REQUESTS FOR ADEQUATE ASSURANCE (1.4); TELECONFERENCE WITH M. ZARNOSKY RE OUTSTANDING PREPETITION AMOUNTS OWED BY DELPHI TO NYPA UNDER THE NIMO AGREEMENT (0.9); TELECONFERENCE WITH J. CARLINE FROM NYPA RE SAME (0.9); EMAIL CORRESPONDENCE WITH M. HESTER RE SAME (0.4); DRAFT SETTLEMENT AGREEMENT RE SAME (3.8).
ZIEGLER VE	01/20/06	9.40	NEGOTIATE WITH UTILITY COMPANIES RE REQUESTS FOR ADEQUATE ASSURANCE (2.6); EMAIL CORRESPONDENCE WITH M. HALL RE DUKE ENERGY AND GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (1.1) REVIEW INVOICES RE ACCOUNT NUMBERS AND AVERAGE MONTHLY PAYMENTS RE VARIOUS UTILITY COMPANIES (2.6); REVIEW SECOND CIRCUIT RECENT BANKRUPTCY CASES RE SAME (1.0); TELECONFERENCE AND EMAIL CORRESPONDENCE WITH C. TURNER RE GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (0.6); DRAFT LETTER AGREEMENT RE SETTLEMENT WITH ALABAMA POWER (1.1); EMAIL CORRESPONDENCE WITH J. SHEEHAN RE TIMELY REQUESTS FOR ADEQUATE ASSURANCE (0.4).
ZIEGLER VE	01/22/06	9.00	DRAFT OBJECTION TO MOTION TO VACATE UTILITY ORDER FILED BY SOUTHERN CALIFORNIA EDISON (5.7); RESEARCH CASE LAW AND RECENT SECOND CIRCUIT CASES RE MOTIONS TO VACATE; LATE REQUESTS AND SECURITY DEPOSIT (3.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	01/23/06	12.90	RESEARCH CASE LAW AND RECENT SECOND CIRCUIT CASES RE MOTIONS TO VACATE, LATE REQUESTS AND SECURITY DEPOSIT IN CONNECTION WITH A MOTION TO VACATE UTILITY ORDER (4.3); START DRAFTING OBJECTION RE SAME (4.4); TELECONFERENCE WITH M. HESTER RE PREPETITION VS. POSTPETITION CLAIM ISSUE WITH RESPECT TO UTILITY TERMINATION PROVISIONS (1.1); RESEARCH RE SAME (3.1).
ZIEGLER VE	01/24/06	15.40	DRAFT OBJECTION TO MOTION TO VACATE UTILITY ORDER FILED BY SOUTHERN CALIFORNIA EDISON (9.7); TELECONFERENCES WITH KCC RE SERVICE OF UTILITY PLEADING (1.1); REVIEW AFFIDAVIT OF SERVICE (0.4); INVESTIGATE SERVICE TO SCE (1.1); RESEARCH RE RULE 7004 AND 9014 AND SERVICE OF FIRST DAY PLEADINGS (3.1).
ZIEGLER VE	01/25/06	12.00	RESEARCH RE RULE 7004 AND 9014 AND SERVICE OF FIRST DAY PLEADINGS (3.1); DRAFT OBJECTION TO MOTION TO VACATE UTILITY ORDER FILED BY SOUTHERN CALIFORNIA EDISON (7.7); TELECONFERENCES WITH KCC RE SERVICE OF UTILITY PLEADING (0.5); TELECONFERENCE WITH K. MARAFIOTI RE SOUTHERN CALIFORNIA EDISON AND OTHER UTILITY MATTERS (0.5); VOICE MAIL TO M. HESTER RE SAME (0.2).
ZIEGLER VE	01/26/06	8.00	EMAIL CORRESPONDENCE WITH M. HESTER AND J. SHEEHAN RE ANALYSIS OF SOUTHERN CALIFORNIA'S MOTION TO VACATE UTILITY ORDER (1.4); WORK AND ANALYSIS RE SAME (2.4); REVIEW AGREEMENTS FOR DISTRIBUTION OF GAS FROM COLUMBIA GAS OF OHIO (1.9); TELECONFERENCES WITH D. POOLE AND M. HALL FROM DELPHI AND J. SHOE FROM GM RE COLUMBIA GAS OF OHIO MONTHLY BILLING STATEMENTS (1.9); EMAIL CORRESPONDENCE WITH UTILITY COMPANIES RE ADEQUATE ASSURANCE LETTER AGREEMENTS (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	01/27/06	11.00	REVIEW AGREEMENTS BETWEEN GM AND DELPHI RE UTILITY SERVICES (1.8); REVIEW AGREEMENTS FOR DISTRIBUTION OF GAS FROM COLUMBIA GAS OF OHIO (1.9); TELECONFERENCES WITH D. POOLE AND M. HALL FROM DELPHI AND J. SHOE FROM GM RE COLUMBIA GAS OF OHIO MONTHLY BILLING STATEMENTS (1.9); REVIEW BILLS FOR THE LAST 12 MONTHS FOR COLUMBIA GAS OF OHIO (1.1); TELECONFERENCES WITH M. FISK RE SAME (1.4); TELECONFERENCE WITH M. FISK RE KOKOMO AND KGF'S REQUEST FOR ADEQUATE ASSURANCE (0.6); EMAIL CORRESPONDENCE WITH M. HALL AND D. POOL RE MONTHLY AVERAGE PAYMENTS FOR UTILITY COMPANIES AND ACCOUNT VERIFICATION (1.4); EMAIL CORRESPONDENCE WITH M. HESTER RE SOUTHERN CALIFORNIA EDISON (0.3); TELECONFERENCE WITH M. HALL RE NIAGARA MOHAWK (0.6).
ZIEGLER VE	01/30/06	12.30	DRAFT LETTER AGREEMENT WITH SOUTHERN CALIFORNIA EDISON (1.2); EMAIL CORRESPONDENCE, CALLS AND NEGOTIATIONS WITH R. JOHNSON RE SETTLEMENT OF MOTION TO VACATE UTILITY ORDER (4.4) REVISE AGREEMENT WITH SOUTHERN CALIFORNIA EDISON (2.1); DRAFT LETTER AGREEMENTS WITH KOKOMO, KGF AND ALABAMA POWER RE ADEQUATE ASSURANCE (3.0); EMAIL CORRESPONDENCE WITH COUNSELS RE ADEQUATE ASSURANCE NEGOTIATIONS (1.2); TELECONFERENCE WITH D. POOLE RE COLUMBIA GAS OF OHIO'S REQUESTS FOR ADEQUATE ASSURANCE AND STORAGE OF GAS (0.4).
ZIEGLER VE	01/31/06	11.70	RESEARCH ISSUES RE LATE FEES AND UTILITY CHARGES (3.1); WORK ON LETTER TO WATER UTILITY COMPANIES (2.1); TELECONFERENCES WITH M. HESTER, NYSEG, AND LEBOEUF (NYSEG'S COUNSEL) RE MODIFICATION OF AGREEMENT WITH LOCKPORT (2.2); RESEARCH ISSUES RE SAME (3.1); WORK ON LETTER AGREEMENT WITH SOUTHERN CALIFORNIA EDISON (1.2).
		175.90	
Total Associate/Law Clerk		188.90	
TOTAL TIME		<u>203.70</u>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Utilities**

**Bill Date: 02/28/06  
Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	01/10/06	Copy Center, D	0.24
In-house Reproduction	01/27/06	Copy Center, D	1.76
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$2.00</b>
Lexis/Nexis	01/05/06	Zaltzman H	408.77
Lexis/Nexis	01/06/06	Zaltzman H	259.23
Lexis/Nexis	01/23/06	Zaltzman H	463.42
Lexis/Nexis	01/25/06	Ziegler VE	147.90
Lexis/Nexis	01/25/06	De Elizalde D	326.68
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$1,606.00</b>
Westlaw	01/09/06	Ziegler VE	592.62
Westlaw	01/24/06	Ziegler VE	2,370.31
Westlaw	01/31/06	Ziegler VE	950.07
		<b>TOTAL WESTLAW</b>	<b>\$3,913.00</b>
Messengers/ Courier	01/06/06	Dist Serv/Mail/Page, D	10.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$10.00</b>
Outside Research/Internet Services	01/06/06	Pacer Service Center	27.00
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$27.00</b>
		<b>TOTAL MATTER</b>	<b>\$5,558.00</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-13  
NONWORKING TRAVEL TIME  
984.4 HOURS

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)  
Nonworking Travel Time

Bill Date: 12/30/05  
Bill Number: 1091378

NAME	DATE	HOURS	DESCRIPTION
BERLIN K	10/17/05	3.30	TO AND FROM TROY, MI AND WASHINGTON, D.C. (3.3).
		3.30	
BUTLER, JR. J	10/08/05	3.30	TO CHICAGO FROM NEW YORK (3.3).
BUTLER, JR. J	10/09/05	2.70	TO NEW YORK FROM CHICAGO (2.7).
BUTLER, JR. J	10/11/05	3.20	TO DETROIT FROM NEW YORK (3.2).
BUTLER, JR. J	10/12/05	3.80	TO CHICAGO FROM DETROIT (3.8).
BUTLER, JR. J	10/16/05	3.90	TO NEW YORK FROM CHICAGO (3.9).
BUTLER, JR. J	10/17/05	2.90	TO SAVANNAH FROM NEW YORK (2.9).
BUTLER, JR. J	10/18/05	2.80	TO DETROIT FROM SAVANNAH (2.8).
BUTLER, JR. J	10/19/05	3.80	TO CHICAGO FROM DETROIT (3.8).
BUTLER, JR. J	10/23/05	4.40	TO DETROIT FROM CHICAGO (4.4).
BUTLER, JR. J	10/24/05	3.80	TO NEW YORK FROM DETROIT (3.8).
BUTLER, JR. J	10/28/05	3.80	TO CHICAGO FROM NEW YORK (3.8).
BUTLER, JR. J	10/30/05	3.60	TO DETROIT FROM CHICAGO (3.6).
BUTLER, JR. J	11/01/05	3.40	TO CHICAGO FROM DETROIT (3.4).
BUTLER, JR. J	11/02/05	3.20	TO NEW YORK FROM CHICAGO (3.2).
BUTLER, JR. J	11/04/05	4.80	TO FT. LAUDERDALE FROM NEW YORK (4.8).
BUTLER, JR. J	11/13/05	4.20	TO DETROIT FROM CHICAGO (4.2).
BUTLER, JR. J	11/14/05	1.90	TO NEW YORK FROM DETROIT (1.9).
BUTLER, JR. J	11/17/05	2.90	TO CHICAGO FROM NEW YORK (2.9).
BUTLER, JR. J	11/22/05	7.10	TO DETROIT FROM SAVANNAH (VIA ATLANTA) (3.3); TO CHICAGO FROM DETROIT (3.8).
BUTLER, JR. J	11/27/05	3.80	TO NEW YORK FROM CHICAGO (3.8).
BUTLER, JR. J	11/29/05	2.90	TO DETROIT FROM NEW YORK (2.9).
BUTLER, JR. J	11/30/05	4.80	TO CHICAGO FROM DETROIT (4.8).
		81.00	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FURFARO JP	11/14/05	5.80	TO AND FROM TROY, MICHIGAN/NEW YORK CITY (5.8).
FURFARO JP	11/29/05	2.00	TO DETROIT FROM NEW YORK CITY (2.0).
FURFARO JP	11/30/05	2.80	TO NEW YORK CITY FROM DETROIT (2.8).
		<b>10.60</b>	
HIESTAND NL	10/12/05	3.90	TO PARIS FROM LONDON (3.9).
		<b>3.90</b>	
LYONS JK	10/14/05	3.50	TO CHICAGO FROM TROY (3.5).
LYONS JK	10/19/05	4.10	TO TROY FROM CHICAGO (4.1).
LYONS JK	10/21/05	3.80	TO CHICAGO FROM TROY (3.8).
LYONS JK	10/25/05	3.40	TO TROY FROM CHICAGO (3.4).
LYONS JK	10/28/05	3.70	TO CHICAGO FROM TROY (3.7).
LYONS JK	11/02/05	3.80	TO NEW YORK FROM CHICAGO (3.8).
LYONS JK	11/03/05	4.00	TO TROY FROM NEW YORK (4.0).
LYONS JK	11/04/05	5.20	TO CHICAGO FROM TROY (5.2).
LYONS JK	11/09/05	3.00	TO TROY FROM CHICAGO (3.0).
LYONS JK	11/11/05	5.10	TO CHICAGO FROM TROY (5.1).
LYONS JK	11/14/05	3.50	TO TROY FROM CHICAGO (3.5).
LYONS JK	11/18/05	3.20	TO CHICAGO FROM TROY (3.2).
LYONS JK	11/27/05	3.70	TO NEW YORK FROM TROY (3.7).
LYONS JK	11/30/05	4.10	TO TROY FROM NEW YORK (4.1).
		<b>54.10</b>	
SPRINGER DE	11/27/05	1.50	TO NEW YORK FROM CHICAGO (1.5).
SPRINGER DE	11/30/05	3.00	TO CHICAGO FROM NEW YORK (3.0).
		<b>4.50</b>	
WEXLER MP	10/26/05	6.30	TO AND FROM TROY AND CHICAGO (6.3).
WEXLER MP	11/15/05	6.70	TO AND FROM TROY AND CHICAGO (6.7).
		<b>13.00</b>	
<b>Total Partner</b>		<b>170.40</b>	
CAMPANARIO ND	11/17/05	4.70	TO TROY FROM CHICAGO (4.7).
CAMPANARIO ND	11/18/05	3.60	TO CHICAGO FROM TROY (3.6).
		<b>8.30</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DANZ CE	10/26/05	5.80	TO AND FROM TROY AND CHICAGO (5.8) .
DANZ CE	11/15/05	6.70	TO AND FROM TROY AND CHICAGO (6.7) .
		<b>12.50</b>	
DE ELIZALDE D	11/15/05	7.20	TO AND FROM TROY AND NEW YORK (7.2) .
		<b>7.20</b>	
FERN BM	11/30/05	4.90	TO AND FROM TROY AND CHICAGO (4.9) .
		<b>4.90</b>	
HERRIOTT AV	10/08/05	2.90	TO CHICAGO FROM NEW YORK (2.9) .
HERRIOTT AV	10/09/05	5.10	TO NEW YORK FROM CHICAGO (5.1) .
HERRIOTT AV	10/12/05	4.80	TO CHICAGO FROM NEW YORK (4.8) .
HERRIOTT AV	10/16/05	4.30	TO DETROIT FROM CHICAGO (4.3) .
HERRIOTT AV	10/20/05	4.20	TO CHICAGO FROM DETROIT (4.2) .
HERRIOTT AV	10/23/05	4.10	TO DETROIT FROM CHICAGO (4.1) .
HERRIOTT AV	10/25/05	4.30	TO NEW YORK FROM DETROIT (4.3) .
HERRIOTT AV	10/27/05	5.10	TO CHICAGO FROM NEW YORK (5.1) .
HERRIOTT AV	11/02/05	4.70	TO NEW YORK FROM CHICAGO (4.7) .
HERRIOTT AV	11/04/05	4.90	TO CHICAGO FROM NEW YORK (4.9) .
HERRIOTT AV	11/16/05	4.90	TO NEW YORK FROM CHICAGO (4.9) .
HERRIOTT AV	11/17/05	5.90	TO DETROIT FROM NEW YORK (5.9) .
HERRIOTT AV	11/18/05	4.00	TO CHICAGO FROM DETROIT (4.0) .
HERRIOTT AV	11/27/05	4.80	TO NEW YORK FROM CHICAGO (4.8) .
HERRIOTT AV	11/29/05	3.90	TO CHICAGO FROM NEW YORK (3.9) .
		<b>67.90</b>	
MEISLER RE	10/12/05	6.50	TO CHICAGO FROM NEW YORK (6.5) .
MEISLER RE	10/19/05	4.50	TO CHICAGO FROM TROY (4.5) .
MEISLER RE	10/24/05	8.30	TO TROY FROM CHICAGO (4.1) ; TO NEW YORK FROM TROY (4.2) .
MEISLER RE	10/28/05	5.30	TO CHICAGO FROM NEW YORK (5.3) .
MEISLER RE	11/01/05	3.60	TO TROY FROM CHICAGO (3.6) .
MEISLER RE	11/02/05	4.00	TO NEW YORK FROM TROY (4.0) .
MEISLER RE	11/04/05	5.20	TO CHICAGO FROM NEW YORK (5.2) .
MEISLER RE	11/09/05	4.00	TO TROY FROM CHICAGO (4.0) .
MEISLER RE	11/10/05	3.80	TO CHICAGO FROM TROY (3.8) .
MEISLER RE	11/16/05	4.80	TO NEW YORK FROM CHICAGO (4.8) .

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	11/17/05	5.00	TO TROY FROM NEW YORK (5.0) .
MEISLER RE	11/18/05	2.80	TO CHICAGO FROM TROY (2.8) .
MEISLER RE	11/27/05	4.70	TO NEW YORK FROM TROY (4.7) .
MEISLER RE	11/29/05	4.40	TO DETROIT FROM NEW YORK (4.4) .
MEISLER RE	11/30/05	3.80	TO CHICAGO FROM TROY (3.8) .
		<b>70.70</b>	
MICHELI MJ	11/27/05	4.80	TO NEW YORK FROM CHICAGO (4.8) .
MICHELI MJ	11/29/05	4.10	TO CHICAGO FROM NEW YORK (4.1) .
		<b>8.90</b>	
NASH, JR. PJ	10/24/05	5.20	TO NEW YORK FROM CHICAGO (5.2) .
NASH, JR. PJ	10/28/05	5.30	TO CHICAGO FROM NEW YORK (5.3) .
		<b>10.50</b>	
REESE RG	10/14/05	4.80	TO CHICAGO FROM TROY (4.8) .
REESE RG	10/15/05	3.30	TO CHICAGO FROM DEARBORN (3.3) .
REESE RG	10/16/05	4.40	TO TROY FROM CHICAGO (4.4) .
REESE RG	10/20/05	5.30	TO CHICAGO FROM TROY (5.3) .
REESE RG	10/23/05	4.90	TO TROY FROM CHICAGO (4.9) .
REESE RG	10/27/05	5.20	TO CHICAGO FROM TROY (5.2) .
REESE RG	10/31/05	4.60	TO TROY FROM CHICAGO (4.6) .
REESE RG	11/04/05	5.30	TO CHICAGO FROM TROY (5.3) .
REESE RG	11/06/05	4.40	TO TROY FROM CHICAGO (4.4) .
REESE RG	11/07/05	4.80	TO CHICAGO FROM TROY (4.8) .
REESE RG	11/08/05	4.90	TO TROY FROM CHICAGO (4.9) .
REESE RG	11/11/05	5.10	TO CHICAGO FROM TROY (5.1) .
REESE RG	11/14/05	4.90	TO TROY FROM CHICAGO (4.9) .
REESE RG	11/19/05	3.50	TO CHICAGO FROM TROY (3.5) .
REESE RG	11/20/05	4.30	TO TROY FROM CHICAGO (4.3) .
REESE RG	11/22/05	4.90	TO CHICAGO FROM TROY (4.9) .
REESE RG	11/26/05	2.80	TO NEW YORK FROM CHICAGO (2.8) .
REESE RG	11/29/05	5.40	TO CHICAGO FROM NEW YORK (5.4) .
REESE RG	11/30/05	4.70	TO TROY FROM CHICAGO (4.7) .
		<b>87.50</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	11/30/05	7.50	TO AND FROM TROY AND NEW YORK (7.5) .
		<b>7.50</b>	
<b>Total Associate</b>		<b>285.90</b>	
CHOW PP	10/17/05	4.90	TO CHICAGO FROM NEW YORK (4.9) .
CHOW PP	10/25/05	4.60	TO/FROM NEW YORK FROM/TO CHICAGO (4.6) .
CHOW PP	10/27/05	6.90	TO/FROM CHICAGO FROM/TO NEW YORK (6.9) .
		<b>16.40</b>	
DEMMA J	10/25/05	5.80	TO NEW YORK FROM CHICAGO (5.8) .
DEMMA J	10/27/05	4.10	TO CHICAGO FROM NEW YORK (4.1) .
DEMMA J	11/27/05	8.80	TO NEW YORK FROM CHICAGO (8.8) .
DEMMA J	11/29/05	6.60	TO CHICAGO FROM NEW YORK (7.6) .
		<b>25.30</b>	
<b>Total Legal Assistant</b>		<b>41.70</b>	
<b>TOTAL TIME</b>		<b><u>498.00</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Nonworking Travel Time**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	12/01/05	1.90	TO NEW YORK FROM CHICAGO (1.9) .
BUTLER, JR. J	12/03/05	2.10	TO CHICAGO FROM NEW YORK (2.1) .
BUTLER, JR. J	12/04/05	3.90	TO DETROIT FROM CHICAGO (3.9) .
BUTLER, JR. J	12/09/05	3.80	TO CHICAGO FROM DETROIT (3.8) .
BUTLER, JR. J	12/14/05	4.20	TO DETROIT FROM CHICAGO (4.2) .
BUTLER, JR. J	12/16/05	4.70	TO CHICAGO FROM DETROIT (4.7) .
BUTLER, JR. J	12/20/05	3.90	TO DETROIT FROM LOS ANGELES (3.9) .
		<b>24.50</b>	
COCHRAN EL	12/06/05	5.30	TO DETROIT FROM NEW YORK (5.3) .
COCHRAN EL	12/07/05	4.70	TO NEW YORK FROM DETROIT (4.7) .
		<b>10.00</b>	
FURFARO JP	12/06/05	3.90	TO DETROIT FROM NEW YORK (4.0) .
FURFARO JP	12/15/05	2.00	TO DETROIT FROM NEW YORK (2.0) .
FURFARO JP	12/16/05	2.80	TO NEW YORK FROM DETROIT (2.8) .
		<b>8.70</b>	
LYONS JK	12/01/05	3.50	TO CHICAGO FROM DETROIT (3.5) .
LYONS JK	12/04/05	3.80	TO TROY FROM CHICAGO (3.8) .
LYONS JK	12/08/05	4.80	TO CHICAGO FROM TROY (4.8) .
LYONS JK	12/12/05	3.50	TO TROY FROM CHICAGO (3.5) .
LYONS JK	12/15/05	3.60	TO CHICAGO FROM TROY. (3.6) .
LYONS JK	12/19/05	3.50	TO DETROIT FROM CHICAGO (3.5) .
LYONS JK	12/22/05	4.80	TO CHICAGO FROM DETROIT (4.8) .
		<b>27.50</b>	
MARAFIOTI KA	12/08/05	5.80	TO TROY FROM NEW YORK (5.8) .
MARAFIOTI KA	12/09/05	5.20	TO NEW YORK FROM TROY (5.2) .
		<b>11.00</b>	
<b>Total Partner</b>		<b>81.70</b>	
MATZ TJ	12/08/05	5.60	TO TROY FROM NEW YORK (5.6) .
MATZ TJ	12/09/05	4.80	TO NEW YORK FROM TROY (4.8) .
		<b>10.40</b>	
<b>Total Counsel</b>		<b>10.40</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	12/06/05	3.90	TO DETROIT FROM CHICAGO (3.9) .
HERRIOTT AV	12/09/05	4.50	TO CHICAGO FROM DETROIT (4.5) .
HERRIOTT AV	12/18/05	4.80	TO DETROIT FROM CHICAGO (4.8) .
HERRIOTT AV	12/21/05	4.90	TO CHICAGO FROM DETROIT (4.9) .
		<b>18.10</b>	
MEISLER RE	12/07/05	4.10	TO TROY FROM CHICAGO (4.1) .
MEISLER RE	12/09/05	6.00	TO CHICAGO FROM TROY (6.0) .
MEISLER RE	12/14/05	3.80	TO TROY FROM CHICAGO (3.8) .
MEISLER RE	12/16/05	4.00	TO CHICAGO FROM TROY (4.0) .
MEISLER RE	12/19/05	3.80	TO TROY FROM CHICAGO (3.8) .
MEISLER RE	12/20/05	3.60	TO CHICAGO FROM TROY (3.6) .
		<b>25.30</b>	
MICHELI MJ	12/19/05	6.30	TO DETROIT FROM CHICAGO (2.8) ; TO CHICAGO FROM DETROIT (3.5) .
		<b>6.30</b>	
REESE RG	12/02/05	5.10	TO CHICAGO FROM TROY (5.1) .
REESE RG	12/05/05	4.70	TO TROY FROM CHICAGO (4.7) .
REESE RG	12/09/05	5.40	TO CHICAGO FROM TROY (5.4) .
REESE RG	12/12/05	4.80	TO TROY FROM CHICAGO (4.8) .
REESE RG	12/16/05	4.90	TO CHICAGO FROM TROY (5.9) .
REESE RG	12/18/05	4.70	TO TROY FROM CHICAGO (4.7) .
REESE RG	12/22/05	5.20	TO CHICAGO FROM TROY (5.2) .
		<b>34.80</b>	
<b>Total Associate</b>		<b>84.50</b>	
<b>TOTAL TIME</b>		<b><u>176.60</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Nonworking Travel Time**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
BERLIN K	01/04/06	4.00	TO DETROIT FROM WASHINGTON D.C. (4.0).
BERLIN K	01/05/06	5.20	TO WASHINGTON FROM TROY, MI (5.2).
		9.20	
BUTLER, JR. J	01/02/06	3.80	TO DETROIT FROM CHICAGO (3.8).
BUTLER, JR. J	01/03/06	4.20	TO NEW YORK FROM DETROIT (4.2).
BUTLER, JR. J	01/06/06	4.20	TO CHICAGO FROM NEW YORK CITY (4.2).
BUTLER, JR. J	01/10/06	3.80	TO DETROIT FROM CHICAGO (3.8).
BUTLER, JR. J	01/12/06	2.00	TO NEW YORK CITY FROM DETROIT (2.0).
BUTLER, JR. J	01/13/06	4.70	TO CHICAGO FROM NEW YORK CITY (4.7).
BUTLER, JR. J	01/16/06	2.80	TO DETROIT FROM NEW YORK CITY (2.8).
BUTLER, JR. J	01/18/06	4.20	TO CHICAGO FROM DETROIT (4.2).
BUTLER, JR. J	01/19/06	4.30	TO DETROIT FROM CHICAGO (4.3).
BUTLER, JR. J	01/20/06	4.60	TO CHICAGO FROM DETROIT (4.6).
BUTLER, JR. J	01/22/06	3.90	TO DETROIT FROM CHICAGO (3.9).
BUTLER, JR. J	01/23/06	4.60	TO CHICAGO FROM DETROIT (4.6).
BUTLER, JR. J	01/24/06	4.20	TO NEW YORK FROM CHICAGO (4.2).
BUTLER, JR. J	01/25/06	4.70	TO CHICAGO FROM NEW YORK (4.7).
BUTLER, JR. J	01/29/06	4.40	TO DETROIT FROM CHICAGO (4.4).
		60.40	
COCHRAN EL	01/18/06	9.80	TO TROY FROM NEW YORK (4.2); TO NEW YORK FROM TROY (5.6).
		9.80	
FURFARO JP	01/06/06	2.70	TO/FROM BOSTON/NEW YORK (2.7).
FURFARO JP	01/12/06	4.00	TO TROY FROM NEW YORK (4.0).
FURFARO JP	01/17/06	3.90	TO NEW YORK FROM TROY FOR MEETING (3.9).
FURFARO JP	01/23/06	3.50	TO/FROM TROY (3.5).
		14.10	
LYONS JK	01/03/06	4.20	TO TROY FROM CHICAGO (4.2).
LYONS JK	01/05/06	3.80	TO CHICAGO FROM TROY (3.8).
LYONS JK	01/09/06	4.00	TO TROY FROM CHICAGO (4.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

LYONS JK	01/12/06	3.70	TO CHICAGO FROM TROY (3.7).
LYONS JK	01/23/06	4.80	TO TROY FROM CHICAGO (4.8).
LYONS JK	01/25/06	4.20	TO CHICAGO FROM TROY (4.2).
LYONS JK	01/30/06	4.50	TO TROY FROM CHICAGO (4.5).
		<b>29.20</b>	
MARAFIOTI KA	01/18/06	10.00	TO TROY FROM NYC (4.8); TO NYC FROM TROY (5.2).
		<b>10.00</b>	
SPRINGER DE	01/03/06	2.00	TO NEW YORK FROM CHICAGO (2.0).
SPRINGER DE	01/05/06	2.30	TO CHICAGO FROM NEW YORK (2.3).
SPRINGER DE	01/10/06	2.50	TO TROY FROM CHICAGO (2.5).
SPRINGER DE	01/12/06	1.00	TO NEW YORK FROM DETROIT (1.0).
SPRINGER DE	01/13/06	3.80	TO CHICAGO FROM NEW YORK (3.8).
SPRINGER DE	01/16/06	2.30	TO TROY FROM CHICAGO (2.3).
SPRINGER DE	01/23/06	4.20	TO NEW YORK FROM CHICAGO (4.2).
SPRINGER DE	01/25/06	3.70	TO CHICAGO FROM NEW YORK (3.7).
SPRINGER DE	01/31/06	3.50	TO NEW YORK FROM CHICAGO (3.5).
		<b>25.30</b>	
WEXLER MP	01/05/06	8.90	TO TROY FROM CHICAGO (4.2); TO CHICAGO FROM TROY (4.7).
		<b>8.90</b>	
<b>Total Partner</b>		<b>166.90</b>	
SENSENBRENNER EB	01/04/06	2.80	TO NEW YORK FROM WASHINGTON (2.8).
SENSENBRENNER EB	01/05/06	3.20	TO WASHINGTON FROM NEW YORK (3.2).
		<b>6.00</b>	
SHIVAKUMAR D	01/23/06	3.70	TO TROY FROM CHICAGO (3.7).
SHIVAKUMAR D	01/24/06	3.80	TO CHICAGO FROM TROY (3.8).
		<b>7.50</b>	
<b>Total Counsel</b>		<b>13.50</b>	
CAMPANARIO ND	01/31/06	4.80	TO NEW YORK FROM CHICAGO (4.8).
		<b>4.80</b>	
HERRIOTT AV	01/03/06	4.80	TO NEW YORK FROM CHICAGO (4.8).
HERRIOTT AV	01/05/06	4.40	TO CHICAGO FROM NEW YORK (4.4).
HERRIOTT AV	01/18/06	4.10	TO TROY FROM CHICAGO (4.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	01/20/06	4.70	TO CHICAGO FROM TROY (4.7).
		<b>18.00</b>	
KAHN MT	01/30/06	5.50	TO TROY FROM LOS ANGELES (5.5).
		<b>5.50</b>	
MACDONALD N	01/31/06	4.70	TO NEW YORK FROM CHICAGO (4.7).
		<b>4.70</b>	
MEISLER RE	01/03/06	4.90	TO NEW YORK FROM CHICAGO (4.9).
MEISLER RE	01/05/06	4.20	TO CHICAGO FROM NEW YORK (4.2).
MEISLER RE	01/25/06	3.80	TO TROY FROM CHICAGO (3.8).
MEISLER RE	01/27/06	4.30	TO CHICAGO FROM TROY (4.3).
MEISLER RE	01/30/06	6.30	TO TROY FROM CHICAGO (3.1); TO CHICAGO FROM TROY (3.2).
		<b>23.50</b>	
MICHELI MJ	01/03/06	4.70	TO NEW YORK FROM CHICAGO (4.7).
MICHELI MJ	01/05/06	3.30	TO CHICAGO FROM NEW YORK(3.3).
MICHELI MJ	01/19/06	7.10	TO TROY FROM CHICAGO (3.2); TO CHICAGO FROM TROY (3.9).
MICHELI MJ	01/25/06	7.00	TO TROY FROM CHICAGO (3.7); TO CHICAGO FROM TROY (3.3).
		<b>22.10</b>	
OLASKY P	01/30/06	4.50	TO TROY FROM NEW YORK (4.5).
		<b>4.50</b>	
REESE RG	01/02/06	4.70	TO DETROIT FROM CHICAGO (4.7).
REESE RG	01/06/06	4.80	TRAVEL FROM TROY TO CHICAGO (4.8).
REESE RG	01/08/06	4.70	TO TROY FROM CHICAGO (4.7).
REESE RG	01/13/06	5.10	TO CHICAGO FROM TROY (5.1).
REESE RG	01/16/06	4.40	TO TROY FROM CHICAGO (4.8).
REESE RG	01/21/06	3.30	TO CHICAGO FROM DETROIT (3.3).
REESE RG	01/22/06	4.30	TO TROY FROM CHICAGO (4.3).
REESE RG	01/26/06	5.10	TO CHICAGO FROM TROY (5.1).
REESE RG	01/29/06	4.10	TO TROY FROM CHICAGO (4.1).
		<b>40.50</b>	
STUART NL	01/25/06	3.20	TO TROY FROM CHICAGO (3.2).
STUART NL	01/27/06	3.50	TO CHICAGO FROM DETROIT (3.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

STUART NL	01/30/06	3.60	TO DETROIT FROM CHICAGO (3.6).
		10.30	
ZALTZMAN H*	01/31/06	4.50	TO TROY FROM NEW YORK CITY (4.5).
		4.50	
Total Associate/Law Clerk		138.40	
TOTAL TIME		<u>318.80</u>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-14  
BUSINESS OPERATIONS / STRATEGIC PLANNING  
386.4 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Business Operations/Strategic Planning

Bill Date: 12/30/05  
Bill Number: 1091378

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/09/05	3.40	PREPARE FOR (0.8) AND ATTEND (2.0) WEEKLY VIDEO PLANNING CONFERENCE WITH DELPHI, FTI, ROTHSCHILD, SHEARMAN AND SKADDEN REPRESENTATIVES; PREPARE FOR (0.2) AND PARTICIPATE IN (0.4) DSB TELECONFERENCE MEETING.
BUTLER, JR. J	10/10/05	2.90	PREPARE FOR AND ATTEND PREP SESSION WITH SENIOR EXECUTIVE TEAM IN NEW YORK CITY (2.9).
BUTLER, JR. J	10/12/05	2.70	PREPARE FOR (0.4) AND PARTICIPATE IN (2.3) STRATEGY MEETINGS WITH DELHI EXECUTIVE TEAM AT COMPANY IN TROY.
BUTLER, JR. J	10/13/05	1.60	PREPARE FOR (0.2) AND PARTICIPATE IN (1.4) DAILY STRATEGY TELECONFERENCE WITH DELPHI, FTI, ROTHCHILD, SHEARMAN AND SKADDEN WORKING GROUP.
BUTLER, JR. J	10/18/05	1.20	PREPARE FOR OCTOBER 19TH DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY (1.2).
BUTLER, JR. J	10/19/05	4.90	PREPARE FOR (0.7) AND ATTEND (3.9) DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY: TELECONFERENCE WITH R. O'NEIL RE BUSINESS OPERATIONS (0.3).
BUTLER, JR. J	10/21/05	0.40	EMAILS FROM/TO AND TELECONFERENCE WITH S. MILLER RE BUSINESS OPERATIONS AND STRATEGIC MATTERS (0.4).
BUTLER, JR. J	10/23/05	0.80	PREPARE FOR OCTOBER 24TH DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY (0.8).
BUTLER, JR. J	10/24/05	3.40	PREPARE FOR (0.3) AND ATTEND (3.1) DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY.
BUTLER, JR. J	10/25/05	0.80	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CASH MANAGEMENT ORDER (0.8).
BUTLER, JR. J	10/26/05	0.80	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CASH MANAGEMENT ORDER (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	10/27/05	2.70	PREPARE FOR (0.8) AND ATTEND (0.6) OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE FINAL HEARING ON CASH MANAGEMENT ORDER; WORK ON SETTLEMENT OF CASH MANAGEMENT ORDER INCLUDING EMAILS FROM/TO AND CONFERENCES WITH R. ROSENBERG (0.6) AND REVIEW AND REVISE DRAFT ORDER (0.7).
BUTLER, JR. J	10/28/05	0.40	CONTINUE TO WORK ON SETTLEMENT OF CASH MANAGEMENT ORDER INCLUDING EMAILS TO/FROM R. ROSENBERG (0.4).
BUTLER, JR. J	10/29/05	0.40	EMAILS TO/FROM R. ROSENBERG RE CASH MANAGEMENT ORDER AND CONTINUE TO WORK ON ORDER SETTLEMENT MATTERS (0.4).
BUTLER, JR. J	10/30/05	1.30	PREPARE FOR OCTOBER 31ST DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY (0.8); EMAILS FROM/TO K. HEALY RE SCENARIO PLANNING (0.2); REVIEW MATERIALS RE SAME (0.3).
BUTLER, JR. J	10/31/05	3.90	PREPARE FOR (0.4) AND ATTEND (2.9) DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY; PREPARE FOR (0.2) AND PARTICIPATE IN (0.4). BUSINESS PLAN STRATEGY SESSION WITH J. SHEEHAN AND WORKING GROUP IN TROY.
BUTLER, JR. J	11/02/05	0.90	CONTINUE TO PREPARE FOR NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE SETTLEMENT HEARING ON ENTRY OF CASH MANAGEMENT ORDER (0.3); REVIEW TRANSCRIPT OF OCTOBER 27TH HEARING ON FINAL CASH MANAGEMENT ORDER (0.3); TELECONFERENCES WITH R. ROSENBERG RE SAME (0.1, 0.2).
BUTLER, JR. J	11/03/05	0.40	CONTINUE TO PREPARE NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE SETTLEMENT HEARING ON ENTRY OF CASH MANAGEMENT ORDER (0.2); TELECONFERENCES AND EMAILS WITH R. ROSENBERG RE SAME (0.2).
BUTLER, JR. J	11/04/05	0.30	PREPARE FOR (0.2) AND ATTEND (0.1) ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE SETTLEMENT HEARING ON ENTRY OF CASH MANAGEMENT ORDER.
BUTLER, JR. J	11/07/05	0.90	REVIEW NOVEMBER 7TH DELPHI TRANSFORMATION COMMITTEE MEETING MATERIALS (0.9).
BUTLER, JR. J	11/08/05	0.30	EMAILS FROM/TO S. MILLER AND J. SHEEHAN RE BOOZ ALLEN MATTERS (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	11/10/05	0.30	EMAILS FROM/TO J. SHEEHAN AND S. SARTIN RE INFORMATION SHARING PROTOCOL (0.3).
BUTLER, JR. J	11/11/05	1.70	PREPARE FOR (0.3) AND PARTICIPATE (1.4) SENIOR ADVISOR STRATEGY TELECONFERENCE WITH COMPANY.
BUTLER, JR. J	11/13/05	1.60	CONTINUE TO PREPARE FOR DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY (1.3); TELECONFERENCE WITH S. MILLER RE STRATEGIC MATTERS (0.3).
BUTLER, JR. J	11/14/05	7.20	PREPARE FOR (0.4) AND ATTEND (6.8) DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY.
BUTLER, JR. J	11/20/05	0.20	REVIEW AGENDA FOR NOVEMBER 21ST DTM MEETING (0.2).
BUTLER, JR. J	11/21/05	1.10	PREPARE FOR (0.2) AND PARTICIPATE IN (0.4) TELECONFERENCE WITH D. SHERBIN, S. CORCORAN AND B. SAX RE DTM AND RELATED MATTERS INCLUDING PROPOSED NOVEMBER 22ND STRATEGIC PLANNING MEETINGS WITH DELPHI SENIOR MANAGEMENT AT COMPANY; REVIEW NOVEMBER 21ST DTM MEETING MATERIALS (0.5).
BUTLER, JR. J	11/22/05	2.10	PREPARE FOR (0.2) AND ATTEND (1.3) STRATEGIC PLANNING MEETING WITH DELPHI SENIOR MANAGEMENT AT COMPANY IN TROY INCLUDING MEETING WITH S. MILLER AND R. O'NEAL; TELECONFERENCE WITH D. RESNICK RE STRATEGIC MATTERS (0.6).
BUTLER, JR. J	11/28/05	0.30	EMAILS FROM W. SHAW AND CONFERENCE WITH DELPHI MANAGEMENT RE DECEMBER 1-2 BUSINESS OVERVIEW MEETINGS AT COMPANY IN TROY FOR UCC AND LABOR FINANCIAL ADVISORS (0.3).
BUTLER, JR. J	11/29/05	0.40	PREPARE FOR NOVEMBER 30TH DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY (0.4).
BUTLER, JR. J	11/30/05	3.10	PREPARE FOR (0.3) AND ATTEND (2.8) DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY.
		<b>52.40</b>	
COCHRAN EL	10/09/05	3.10	REVIEW MATERIAL IN ADVANCE OF PLANNING MEETING (1.1); PARTICIPATED IN PLANNING MEETING (2.0).
COCHRAN EL	10/10/05	3.70	PARTICIPATED IN PLANNING SESSION WITH SENIOR MANAGEMENT (E.G., S. MILLER, R. O'NEAL) (3.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

COCHRAN EL	10/13/05	1.00	PARTICIPATED IN ORGANIZATIONAL TELECONFERENCE (1.0).
COCHRAN EL	11/03/05	4.10	MEETING WITH DELPHI STRATEGY GROUP (4.1).
COCHRAN EL	11/11/05	1.80	MEETING WITH DELPHI STRATEGY GROUP (1.8).
COCHRAN EL	11/18/05	2.50	MEETING WITH DELPHI STRATEGY GROUP (2.5).
COCHRAN EL	11/20/05	2.60	REVIEW DTM MATERIALS (2.6).
COCHRAN EL	11/21/05	4.50	PARTICIPATED IN DTM (4.5).
COCHRAN EL	11/30/05	3.50	PARTICIPATED IN DTM (3.5).
		<b>26.80</b>	
LYONS JK	10/10/05	3.20	PARTICIPATED IN AND PREPARATION FOR QUESTION AND ANSWERS SESSIONS WITH DELPHI HQ EMPLOYEES (1.2) AND E&S DIVISION (2.0).
		<b>3.20</b>	
MARAFIOTI KA	10/10/05	0.30	DAILY CALL WITH COMPANY & ADVISORS RE STRATEGY (0.3).
MARAFIOTI KA	10/27/05	0.50	REVISE CASH MANAGEMENT ORDER (0.5).
MARAFIOTI KA	10/28/05	0.30	REVIEWED AND REVISED SHEEHAN SCRIPT AND CALL SITRICK RE SAME (0.3).
MARAFIOTI KA	11/02/05	0.10	ANALYZED SECTION 549 ISSUE (0.1).
MARAFIOTI KA	11/03/05	0.40	REVIEW QS & AS RE SHAREHOLDER INFORMATION & CONF. S. CORCORAN RE SAME (0.4).
MARAFIOTI KA	11/10/05	0.20	CORRESPONDENCE RE OPENING OF NEW ACCOUNTS (0.2).
MARAFIOTI KA	11/11/05	1.10	SENIOR DELPHI STRATEGY MEETING RE PENDING MATTERS (1.1).
MARAFIOTI KA	11/18/05	2.10	SENIOR DELPHI STRATEGY MEETING (2.1).
MARAFIOTI KA	11/30/05	0.30	REPORT RE DTM MEETING (0.3).
		<b>5.30</b>	
<b>Total Partner</b>		<b>87.70</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	10/13/05	0.80	TELECONFERENCES WITH CHAMBERS AND OTHER RE CASH MANAGEMENT ORDER (INTERIM) AND NOTICING REQUIREMENT (0.8) .
MATZ TJ	10/19/05	0.20	FOLLOW UP WITH FTI RE ADDITIONAL BANK ACCOUNTS AND PROCEDURES (0.2) .
MATZ TJ	10/27/05	1.30	PREPARING AND DISTRIBUTING REPORTING RIDER TO CASH MANAGEMENT ORDER AND REVIEWING COMMENTS IN RESPECT THEREOF AND REVISING SAME (1.3) .
MATZ TJ	10/28/05	2.10	REVIEWING AND REVISING CASH MANAGEMENT ORDER (1.2); DISCUSSIONS AND CORRESPONDENCE WITH M. SOMERSTEIN, MR. BRONDE AND R. ROSENBERG (CREDITORS' COMMITTEE) RE SAME (0.9) .
MATZ TJ	10/31/05	0.80	FOLLOW UP WORK RE OUTSTANDING ISSUES ON CASH MANAGEMENT ORDER (0.8) .
MATZ TJ	11/02/05	0.60	PREPARING AGENDA FOR SENIOR STRATEGY MEETING (0.6) .
MATZ TJ	11/03/05	3.20	ATTENDING STRATEGY MEETING RE COMPANY BUSINESS PLAN, LABOR ISSUES AND VARIOUS MATTERS FOR HEARING ON NOVEMBER 4 (2.5); FINAL REVIEW AND REVISIONS TO CASH MANAGEMENT ORDER AND FOLLOW UP WORK IN RESPECT THEREOF (0.7) .
MATZ TJ	11/10/05	1.50	DRAFT CORRESPONDENCE FOR U.S.T. RE NEW/CLOSED BANK ACCOUNTS (0.3); PREPARING AGENDA FOR SENIOR STRATEGY MEETING (0.8); CORRESPONDENCE RE SAME (0.4) .
MATZ TJ	11/11/05	1.40	PARTICIPATING IN SENIOR STRATEGY MEETING (1.4) .
MATZ TJ	11/16/05	0.30	PREPARING AGENDA FOR 11/18 SENIOR STRATEGY MEETING (0.3) .
MATZ TJ	11/17/05	0.30	FINALIZE AGENDA FOR 11/18 STRATEGY MEETING (0.3) .
MATZ TJ	11/18/05	2.20	PREPARING REVISED AGENDA FOR SENIOR STRATEGY MEETING (0.2); PARTICIPATING IN SAME (2.0) .
		<b>14.70</b>	
<b>Total Counsel</b>		<b>14.70</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	10/17/05	1.10	REVIEWED AND REVISED MOTION, ORDER AND NOTICE RE HSBC CARD (0.5); REVIEWED AND REVISED MOTION, ORDER AND NOTICE RE DURASWITCH (0.6).
		1.10	
GIBSON ML	10/09/05	1.70	ALL ADVISORS/CLIENT VIDEO CONFERENCE CALL RE: FILING MATTERS AND NEXT STEP (1.7).
		1.70	
HERRIOTT AV	10/09/05	2.90	PREPARE FOR AND ATTEND STRATEGY MEETING RE FIRST DAY HEARING (2.9).
HERRIOTT AV	10/27/05	0.30	ASSIST IN DRAFTING EDITS TO CASH MANAGEMENT ORDER PURSUANT TO COURT'S COMMENTS (0.3).
HERRIOTT AV	10/31/05	0.30	BEGIN ASSEMBLING MATERIALS FOR DTM PRESENTATION (0.3).
HERRIOTT AV	11/01/05	1.90	WORK TO RESOLVE CERTAIN ISSUES WITH VARIOUS STATES RE REISSUANCE OF CORPORATE CHECKS TO ENTITIES GOING FORWARD (1.9).
HERRIOTT AV	11/16/05	0.50	ANSWER CLIENT QUESTIONS ON SEVERAL MATTERS (0.5).
HERRIOTT AV	11/20/05	1.10	BEGIN DRAFT OF EXECUTORY CONTRACT PRESENTATION (1.1).
HERRIOTT AV	11/21/05	4.00	CONDUCT RESEARCH RE LLC AGREEMENTS AS EXECUTORY CONTRACTS (2.4); BEGIN DRAFT OF PRESENTATION RE EXECUTORY CONTRACTS FOR PRESENTATION TO DELPHI (1.6).
HERRIOTT AV	11/22/05	6.70	COMPLETE RESEARCH AND MEMO RE LLC AGREEMENTS AS EXECUTORY CONTRACTS (4.8); EDIT EXECUTORY CONTRACT PRESENTATION (1.9).
HERRIOTT AV	11/30/05	0.40	FINALIZE EXECUTORY CONTRACTS PRESENTATION (0.4).
		18.10	
MEISLER RE	10/09/05	3.00	PREPARED FOR VIDEOCONFERENCE INCLUDING DRAFTED AND PREPARED SUPPLEMENTAL DOCUMENTS RE SAME (1.6); PARTICIPATED IN VIDEOCONFERENCE RE FIRST DAY PLANNING (1.4).
MEISLER RE	10/14/05	0.40	TELECONFERENCE WITH J. HARRINGTON RE CREDITOR INQUIRY (0.4).
MEISLER RE	10/19/05	1.00	ATTENTION TO INTERCOMPANY SHARE TRANSFER INQUIRIES AND INTERPRETATION OF DE MINIMIS ASSET SALE MOTION (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	10/21/05	1.30	REVIEWED AND RESPONDED TO COMPANY INQUIRIES (1.3).
MEISLER RE	10/25/05	0.20	TELECONFERENCE WITH K. CRAFT RE UPDATE (0.2).
MEISLER RE	10/27/05	1.50	ASSISTED WITH THE REVISION OF LANGUAGE TO THE CASH MANAGEMENT ORDER PER COURT'S COMMENTS (1.5).
MEISLER RE	10/30/05	1.20	CONFERENCE WITH M. MICHELI RE AUTOMATIC STAY PRESENTATION (0.2); REVIEWED DELPHI PRESENTATION PROVIDING OVERVIEW OF CHAPTER 11 (0.9); TELECONFERENCE WITH K. CRAFT RE SAME (0.1).
MEISLER RE	10/31/05	4.70	PREPARED FOR AUTOMATIC STAY PRESENTATION (4.7).
MEISLER RE	11/01/05	5.20	REVIEWED AND REVISED PRESENTATION (1.8); REVIEWED CASE LAW IN PREPARATION FOR MEETING WITH IN-HOUSE STAFF (1.5); PRESENTED PRESENTATION AND PARTICIPATED IN Q & A (1.9).
MEISLER RE	11/03/05	3.30	PARTICIPATED IN DELPHI STRATEGY SESSION (3.3).
MEISLER RE	11/05/05	0.30	TELECONFERENCE WITH S. CORCORAN RE GENERAL INQUIRIES (0.3).
MEISLER RE	11/06/05	1.00	TELECONFERENCE WITH K. CRAFT RE GENERAL INQUIRIES (1.0).
MEISLER RE	11/11/05	1.50	PARTICIPATED IN DELPHI STRATEGY MEETING (1.5).
MEISLER RE	11/12/05	0.20	TELECONFERENCES WITH K. CRAFT RE COMMERCIAL MATTERS (0.2).
MEISLER RE	11/13/05	0.80	ANALYSIS OF ACTION ITEMS FOR WEEK AHEAD AND DRAFTED INTERNAL CORRESPONDENCE RE SAME (0.8).
MEISLER RE	11/14/05	3.00	CONFERENCE WITH T. MATZ RE PLANNING (0.2); PREPARED FOR ALL ASSOCIATES CALL AND REVIEWED AND AMENDED ACTION ITEM LIST (1.8); PARTICIPATED ON INTERNAL ASSOCIATES CALL (1.0).
MEISLER RE	11/17/05	0.20	REVIEWED DOCUMENTS RE FOREIGN TRANSACTION (0.2).
MEISLER RE	11/18/05	1.70	PARTICIPATE ON DELPHI STRATEGY CALL (1.7).
MEISLER RE	11/21/05	0.10	TELECONFERENCE WITH R. MARINO RE STATUS OF BOOZ ALLEN CONTRACT (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	11/22/05	2.40	REVIEWED MATERIALS IN ADVANCE OF EXECUTORY CONTRACT REVIEW CONFERENCE CALL (0.5); PARTICIPATE ON CONFERENCE CALL WITH COMPANY RE EXECUTORY CONTRACT REVIEW (1.3); DRAFTED NOTES TO FILE RE SAME (0.4); CONFERENCE WITH A. HERRIOTT RE TRAINING SESSION ON EXECUTORY CONTRACTS (0.2).
MEISLER RE	11/30/05	3.80	PREPARED FOR Q&A SESSION WITH LITIGATION GROUP (0.6); PREPARED FOR EXECUTORY CONTRACT TRAINING SESSION WITH COMMERCIAL AND TRANSACTIONAL GROUP (0.7); LEAD Q&A SESSION WITH LITIGATION GROUP (1.0); LEAD EXECUTORY CONTRACT TRAINING SESSION WITH COMMERCIAL AND TRANSACTIONAL GROUP (1.5).
		<b>36.80</b>	
MICHELI MJ	10/30/05	5.10	CONTINUED DRAFTING PRESENTATION TO THE DELPHI LITIGATION GROUP RE: PENDING LITIGATION AND THE AUTOMATIC STAY (5.1).
MICHELI MJ	10/31/05	7.30	ANALYSIS AND PROVIDED RESPONSES TO QUESTIONS PRESENTED BY THE DELPHI LITIGATION GROUP (1.7); CONTINUED DRAFTING PRESENTATION TO THE DELPHI LITIGATION GROUP RE: PENDING LITIGATION AND THE AUTOMATIC STAY (2.8); REVISE PRESENTATION RE COMMENTS RECEIVED (2.8).
MICHELI MJ	11/01/05	6.10	CONTINUED DRAFTING PRESENTATION TO THE LITIGATION GROUP RE GENERAL PROVISIONS OF THE AUTOMATIC STAY (3.8); CONTINUED RESEARCH IN CONNECTION OF THE PRESENTATION TO THE LITIGATION GROUP (0.4); CORRESPONDENCE WITH J. JANKOWSKI RE SAME (0.2); BEGAN PREPARATION OF COMPILATION OF QUESTIONS FOR THE PRESENTATION TO THE LITIGATION GROUP (0.3); TELECONFERENCE WITH THE LITIGATION GROUP RE PRESENTATION AND GENERAL AUTOMATIC STAY ISSUES (1.4).
MICHELI MJ	11/30/05	1.90	PREPARED ANSWERS TO QUESTIONS IN PREPARATION FOR LITIGATION GROUP MEETING (0.9); TELECONFERENCE WITH LITIGATION GROUP RE BANKRUPTCY ISSUES (1.0).
		<b>20.40</b>	
REESE RG	10/09/05	3.20	PARTICIPATE IN STRATEGIC PLANNING MEETING (3.2).
REESE RG	10/19/05	0.40	ATTENTION TO CASH MANAGEMENT AND TREASURY RELATED ISSUES RE AMHERST SITE (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	10/31/05	2.60	DRAFT PRESENTATION MATERIALS FOR DTM MEETING RE SUPPLIER ISSUES (1.3); PREPARATIONS FOR 10/31 DTM MEETING (1.3).
REESE RG	11/01/05	1.10	MEETING RE PRESENTATION TO DTM RE SUPPLIER ISSUES (0.6); REVISE PRESENTATION MATERIALS RE SAME (0.5).
		<b>7.30</b>	
TOUSSI S	10/09/05	4.20	VIDEO CONFERENCE RE FIRST DAY FILINGS (3.0); FOLLOW UP ISSUES RE SAME (1.2).
TOUSSI S	10/14/05	0.80	VARIOUS TELECONFERENCES WITH CHAMBERS AND OTHER RE CASH MANAGEMENT ORDER (INTERIM) AND NOTICING REQUIREMENT (0.8).
TOUSSI S	10/24/05	0.70	ADDRESS ISSUES RE BUSINESS JUDGMENT RULE AS INTERPRETED BY JUDGE DRAIN (0.7).
		<b>5.70</b>	
ZIEGLER VE	10/09/05	2.50	PREPARE AND ATTEND MEETING WITH TEAM RE CONTINGENCY PLANING (2.5).
ZIEGLER VE	10/22/05	4.20	WORK ON SALE OF ASSETS PRESENTATION (4.2).
ZIEGLER VE	10/26/05	3.10	REVISE CASH MANAGEMENT ORDER TO ADDRESS OBJECTIONS AND CONCERNS OF CREDITORS' COMMITTEE AND PBGC (3.1).
		<b>9.80</b>	
<b>Total Associate</b>		<b>100.90</b>	
<b>TOTAL TIME</b>		<b><u>203.30</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Business Operations/Strategic Planning**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	10/12/05	Meisler RE	110.00
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$110.00</b>
Telephone Expense	10/10/05	Telecommunications, D	3.60
Telephone Expense	10/28/05	Telecommunications, D	1.34
Telephone Expense	10/28/05	Telecommunications, D	2.22
Telephone Expense	10/28/05	Telecommunications, D	0.38
Telephone Expense	11/23/05	Telecommunications, D	0.32
Telephone Expense	11/23/05	Telecommunications, D	0.10
Telephone Expense	11/23/05	Telecommunications, D	0.04
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$8.00</b>
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	7.83
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	9.64
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	9.56
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	0.97
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$28.00</b>
Air/Rail Travel (external)	10/11/05	Butler, Jr. J	110.20
Air/Rail Travel (external)	10/18/05	Butler, Jr. J	456.04
Air/Rail Travel (external)	10/23/05	Butler, Jr. J	372.54
Air/Rail Travel (external)	10/30/05	Butler, Jr. J	230.39
Air/Rail Travel (external)	11/13/05	Butler, Jr. J	530.05
Air/Rail Travel (external)	11/22/05	Butler, Jr. J	804.59
Air/Rail Travel (external)	11/29/05	Butler, Jr. J	459.19

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Disbursement	Date	Vendor/Employee/Dept.	Amount
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$2,963.00</b>
Out-of-Town Travel	10/11/05	Butler, Jr. J	80.00
Out-of-Town Travel	10/11/05	Butler, Jr. J	246.71
Out-of-Town Travel	10/11/05	Butler, Jr. J	31.00
Out-of-Town Travel	10/18/05	Butler, Jr. J	272.01
Out-of-Town Travel	10/18/05	Butler, Jr. J	16.98
Out-of-Town Travel	10/18/05	Butler, Jr. J	107.50
Out-of-Town Travel	10/23/05	Butler, Jr. J	103.52
Out-of-Town Travel	10/23/05	Butler, Jr. J	247.46
Out-of-Town Travel	10/23/05	Butler, Jr. J	16.00
Out-of-Town Travel	10/30/05	Butler, Jr. J	21.00
Out-of-Town Travel	10/30/05	Butler, Jr. J	177.21
Out-of-Town Travel	10/30/05	Butler, Jr. J	544.02
Out-of-Town Travel	11/13/05	Butler, Jr. J	272.01
Out-of-Town Travel	11/13/05	Butler, Jr. J	102.31
Out-of-Town Travel	11/13/05	Butler, Jr. J	19.00
Out-of-Town Travel	11/22/05	Butler, Jr. J	108.00
Out-of-Town Travel	11/22/05	Butler, Jr. J	96.00
Out-of-Town Travel	11/22/05	Butler, Jr. J	12.00
Out-of-Town Travel	11/29/05	Butler, Jr. J	73.90
Out-of-Town Travel	11/29/05	Butler, Jr. J	272.01
Out-of-Town Travel	11/29/05	Butler, Jr. J	14.00
Out-of-Town Travel	11/30/05	Meisler RE	1,109.72
Out-of-Town Travel	11/30/05	Meisler RE	137.64
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$4,080.00</b>
Messengers/ Courier	10/11/05	Dist Serv/Mail/Page, D	22.12
Messengers/ Courier	10/28/05	Dist Serv/Mail/Page, D	11.88
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$34.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	10/11/05	Butler, Jr. J	46.76
Out-of-Town Meals	10/11/05	Butler, Jr. J	21.01
Out-of-Town Meals	10/18/05	Butler, Jr. J	20.01
Out-of-Town Meals	10/18/05	Butler, Jr. J	49.30
Out-of-Town Meals	10/23/05	Butler, Jr. J	17.00
Out-of-Town Meals	10/30/05	Butler, Jr. J	46.44
Out-of-Town Meals	10/30/05	Butler, Jr. J	20.01
Out-of-Town Meals	11/13/05	Butler, Jr. J	23.01
Out-of-Town Meals	11/22/05	Butler, Jr. J	28.01
Out-of-Town Meals	11/29/05	Butler, Jr. J	17.00
Out-of-Town Meals	11/30/05	Meisler RE	6.30
Out-of-Town Meals	11/30/05	Meisler RE	5.14
Out-of-Town Meals	11/30/05	Meisler RE	13.01
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$313.00</b>
Contracted Catering-NY	10/26/05	Butler, Jr. J	501.22
Contracted Catering-NY	10/27/05	Butler, Jr. J	384.74
Contracted Catering-NY	11/15/05	Butler, Jr. J	22.29
Contracted Catering-NY	11/16/05	Butler, Jr. J	40.74
Contracted Catering-NY	11/16/05	Butler, Jr. J	24.44
Contracted Catering-NY	11/16/05	Butler, Jr. J	66.57
		<b>TOTAL CONTRACTED CATERING-NY</b>	<b>\$1,040.00</b>
Air Phone Charges	11/09/05	Butler, Jr. J	229.60
Air Phone Charges	11/09/05	Butler, Jr. J	146.40
		<b>TOTAL AIR PHONE CHARGES</b>	<b>\$376.00</b>
Wireless - Mobile/Cellular/Pager	11/09/05	Meisler RE	4.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$4.00</b>
		<b>TOTAL MATTER</b>	<b>\$8,956.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Business Operations/Strategic Planning**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	12/02/05	2.50	EMAILS FROM/TO S. MILLER RE STRATEGIC MATTERS AND REVIEW/ANALYZE SAME (0.3); PREPARE FOR (0.3) AND PARTICIPATE IN (1.9) WEEKLY CASE MANAGEMENT STRATEGY MEETING WITH DELPHI (K. CRAFT), TOGUT (N. BERGER) REPRESENTATIVES AND SENIOR SKADDEN WORKING GROUP.
BUTLER, JR. J	12/03/05	0.90	CONTINUE TO PREPARE FOR DECEMBER 5TH DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY INCLUDING REVIEW AND COMMENT ON DRAFT PRELIMINARY 2006-10 BUSINESS PLAN (0.6); TELECONFERENCE WITH S. MILLER RE STRATEGIC MATTERS (0.3).
BUTLER, JR. J	12/04/05	1.60	CONTINUE TO PREPARE FOR DECEMBER 5TH DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY INCLUDING REVIEW AND COMMENT ON DRAFT PRELIMINARY 2006-10 BUSINESS PLAN (1.3); EMAILS FROM/TO S. MILLER AND J. SHEEHAN RE SAME (0.3).
BUTLER, JR. J	12/05/05	3.90	PREPARE FOR (0.2) AND ATTEND (3.3) DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY; ATTEND FOLLOW-UP MEETING WITH D. WOHLLEN AND D. SHERBIN (0.4).
BUTLER, JR. J	12/06/05	1.40	PREPARE FOR (0.2) AND MEET (1.2) WITH S. MILLER AT COMPANY IN TROY RE STRATEGIC MATTERS.
BUTLER, JR. J	12/08/05	1.30	PREPARE FOR (0.2) AND ATTEND (1.1) DELPHI STRATEGY BOARD (DOM) MEETING AT COMPANY IN TROY.
BUTLER, JR. J	12/10/05	0.40	TELECONFERENCE WITH S. MILLER RE DTM AND STRATEGIC MATTERS, NEXT STEPS (0.4).
BUTLER, JR. J	12/12/05	0.20	REVIEW BOOZ-ALLEN ENGAGEMENT MATTERS (0.2).
BUTLER, JR. J	12/14/05	1.20	PREPARE FOR DECEMBER 21ST DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY INCLUDING REVIEW OF 2006 TRANSFORMATION PLAN ASSUMPTIONS AND RELATED MATTERS (1.2).
BUTLER, JR. J	12/15/05	5.10	PREPARE FOR (0.4) AND ATTEND (3.8) DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY; PREPARE FOR (0.2) AND ATTEND (0.7) MEETING WITH J. SHEEHAN, R. EISENBERG, ETC. RE MANAGEMENT OF CASE INFORMATION REQUESTS AND RELATED MATTERS.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	12/16/05	0.60	TELECONFERENCE WITH S. MILLER RE DTM, STRATEGIC MATTERS AND NEXT STEPS (0.6).
BUTLER, JR. J	12/17/05	0.50	CONTINUE TO REVIEW STATUS OF BOOZ-ALLEN ENGAGEMENT MATTERS AND NEXT STEPS (0.3); EMAILS FROM/TO S. MILLER RE DEBTHOLDER MEETING (0.2).
BUTLER, JR. J	12/19/05	1.10	TELECONFERENCES WITH J. SHEEHAN, D. SHERBIN AND S. CORCORAN RE MANAGEMENT OF BUSINESS PLAN INFORMATION REQUESTS AND FORWARD NEGOTIATIONS (0.4, 0.2, 0.2); TELECONFERENCE WITH AND EMAILS FROM/TO S. MILLER RE PREP SESSION FOR CREDITOR/INVESTOR MEETING (0.3).
BUTLER, JR. J	12/20/05	1.10	PREPARE FOR DECEMBER 21 DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY INCLUDING REVIEW OF DRAFT AGENDAS AND PRESENTATION MATERIALS (0.8); EMAILS FROM/TO R. EISENBERG AND D. RESNICK RE DISSEMINATION OF INFORMATION PROTOCOLS (0.3).
BUTLER, JR. J	12/21/05	3.40	PREPARE FOR (0.3) AND ATTEND (1.4) DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY; PREPARE FOR (0.3) AND ATTEND (0.8) MEETING WITH S. MILLER AT COMPANY IN TROY; PREPARE FOR (0.2) AND ATTEND (0.4) MEETING R. EISENBERG, D. RESNICK ETC. RE MANAGEMENT OF BUSINESS PLAN INFORMATION REQUESTS AND FORWARD NEGOTIATIONS.
BUTLER, JR. J	12/29/05	0.30	BEGIN TO PREPARE FOR JANUARY 3RD DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY INCLUDING EMAILS TO J. SHEEHAN RE PROPOSED AGENDA ITEMS (0.3).
BUTLER, JR. J	12/30/05	1.30	PREPARE FOR (0.2) AND PARTICIPATE IN (1.1) WEEKLY WORKING GROUP STRATEGY CONFERENCE WITH A. TOGUT AND N. BERGER.
		<b>26.80</b>	
COCHRAN EL	12/02/05	3.50	MEETING OF STRATEGY GROUP AND REVIEW ISSUES (3.5).
COCHRAN EL	12/05/05	4.10	PARTICIPATED IN DTM MEETING; REVIEW ISSUES (4.1).
COCHRAN EL	12/15/05	4.80	PARTICIPATED IN DTM CALL (4.8).
COCHRAN EL	12/16/05	2.40	MEETING OF STRATEGY GROUP AND REVIEW ISSUES (2.4).
COCHRAN EL	12/21/05	4.20	PARTICIPATED IN DTM STRATEGY CALL (4.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

COCHRAN EL	12/30/05	1.60	MEETING OF STRATEGY GROUP; REVIEW ISSUES (1.6).
		<b>20.60</b>	
LYONS JK	12/02/05	1.90	CASE STRATEGY CALL (1.9).
LYONS JK	12/09/05	1.50	SENIOR STRATEGY CALL (1.5).
LYONS JK	12/16/05	2.10	SENIOR STRATEGY CALL (2.1).
LYONS JK	12/23/05	1.90	PARTICIPATION IN CASE STRATEGY CALL (1.9).
LYONS JK	12/30/05	1.30	PARTICIPATED IN CASE STRATEGY MEETING (1.3).
		<b>8.70</b>	
MARAFIOTI KA	12/02/05	1.90	ATTEND SENIOR STRATEGY MEETING (1.9).
MARAFIOTI KA	12/16/05	1.10	SENIOR WORKING GROUP STRATEGY CALL (1.1).
MARAFIOTI KA	12/30/05	1.10	SENIOR WORKING GROUP STRATEGY CALL (1.1).
		<b>4.10</b>	
WEXLER MP	12/21/05	1.50	PARTICIPATE IN SENIOR STRATEGY TELECONFERENCE RE REAL ESTATE AND OTHER MATTERS AND ISSUES TO BE RESOLVED IN CONNECTION WITH THE JANUARY 5 OMNIBUS (1.5).
		<b>1.50</b>	
<b>Total Partner</b>		<b>61.70</b>	
MATZ TJ	12/01/05	0.80	PREPARING AND DISTRIBUTING AGENDA FOR 12/2 SENIOR STRATEGY CALL (0.8).
MATZ TJ	12/15/05	1.20	PREPARING AGENDA FOR SENIOR STRATEGY CONFERENCE CALL (0.6); TELECONFERENCES WITH FTI RE MONTHLY REPORTS TO CREDITORS COMMITTEE UNDER THE CASH MANAGEMENT ORDER (0.6).
MATZ TJ	12/16/05	1.10	PARTICIPATING IN SENIOR STRATEGY CONFERENCE CALL (1.1).
MATZ TJ	12/29/05	0.50	PREPARING AGENDA FOR SENIOR STRATEGY CONFERENCE CALL (0.5).
MATZ TJ	12/30/05	1.10	PARTICIPATING IN SENIOR STRATEGY CONFERENCE CALL (1.1).
		<b>4.70</b>	
<b>Total Counsel</b>		<b>4.70</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	12/01/05	0.30	REVIEWED AND COMMENTED ON AGENDA FOR INTERNAL SENIOR STRATEGY MEETING (0.3).
MEISLER RE	12/02/05	1.90	PARTICIPATED ON INTERNAL STRATEGY CALL (1.9).
MEISLER RE	12/09/05	0.30	TELECONFERENCE WITH R. MARINO RE BOOZ ALLEN CONSULTING CONTRACTS (0.3).
MEISLER RE	12/11/05	0.50	DRAFTED LETTER TO JCI RE TRANSITIONING OF GMSPO BUSINESS (0.5).
MEISLER RE	12/12/05	0.30	TELECONFERENCE WITH R. MARINO RE BOOZ ALLEN (0.3).
MEISLER RE	12/15/05	2.00	CONFERENCE WITH WORKING GROUP RE PLANNING (1.3); REVIEWED CASH MANAGEMENT AND DIP ORDER AND ANALYZED EQUITY INJECTION INQUIRY (0.7).
MEISLER RE	12/16/05	1.10	PARTICIPATE ON SENIOR STRATEGY CALL (1.1).
MEISLER RE	12/18/05	0.90	DRAFTED LETTER RE BOOZ ALLEN (0.9).
MEISLER RE	12/19/05	0.10	RESPONDED TO K. CRAFT INQUIRY RE INTERCOMPANY CLAIMS (0.1).
MEISLER RE	12/20/05	0.80	CONTINUED ANALYSIS OF EQUITY INVESTMENT IN JOINT VENTURES (0.8).
MEISLER RE	12/21/05	1.70	CONFERENCE WITH WORKING GROUP RE PLANNING (1.3); TELECONFERENCE WITH H. BAER RE IRVING PLANT CLOSURE (0.1); ATTENTION TO SAME (0.2); TELECONFERENCE WITH E. HOFFIUS RE EQUITY INJECTION INQUIRY (0.1).
MEISLER RE	12/22/05	1.70	REVIEWED AND COMMENTED ON LETTER AGREEMENT FROM PBR RE REQUEST TO MODIFY LLC AGREEMENT AND REVIEWED LLC AGREEMENT RE SAME (1.0); TELECONFERENCES WITH K. CRAFT RE SAME (0.2); TELECONFERENCE WITH J. O'NEILL RE SAME (0.1); TELECONFERENCES WITH D. DRAGICH RE SAME (0.4).
MEISLER RE	12/23/05	0.50	TELECONFERENCE WITH R. EISENBERG RE IRVING PLANT CLOSURE (0.3); REVIEW SAME (0.2).
MEISLER RE	12/29/05	0.20	REVIEW AGENDA FOR SENIOR CALL AND COMMENT (0.2).
		12.30	
MICHELI MJ	12/09/05	2.10	TELECONFERENCE WITH J. BATTEN RE SAVE IT UNIVERSITY SUPPLIER MATTERS (0.4); ANALYSIS OF LEGAL REMEDIES FOR SAVE IT UNIVERSITIES PROGRAM (1.7).
		2.10	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	12/20/05	1.90	REVIEW ISSUES RE INTERCOMPANY INVESTMENTS (1.9).
		1.90	
STUART NL	12/12/05	2.30	REVIEW AND SUMMARIZE BOOZ ALLEN CONSULTING AGREEMENT (2.3).
STUART NL	12/13/05	2.80	ANALYZE BOOZ ALLEN CONSULTING AGREEMENT AND DRAFT SUMMARY OF SAME (2.8).
		5.10	
TOUSSI S	12/05/05	3.70	ADDRESS ISSUES RE TOPRS AND TRUSTEE'S ISSUES RE LIQUIDATION (0.7); PREPARE MEMO DESCRIBING STRUCTURE OF TOPRS AND STEPS NECESSARY FOR LIQUIDATION OF PREFERRED SHARES (1.5); MEETING TO DISCUSS TOPRS AND TELECONFERENCE WITH TRUSTEE COUNSEL (1.0); FOLLOW-UP ISSUES RE SAME (0.5).
		3.70	
ZALTZMAN H*	12/13/05	4.20	RESEARCH RE CONSTRUCTIVE TRUST RE FEDERAL MONEY GOING TO UNIVERSITIES' R&D PROGRAMS (4.2).
ZALTZMAN H*	12/15/05	1.80	FINISH CONSTRUCTIVE TRUST RESEARCH RE FUNDS TRANSFERRED BY DEPT OF EDUCATION FOR R&D AT UNIVERSITIES (1.8).
		6.00	
<b>Total Associate/Law Clerk</b>		<b>31.10</b>	
DEMMA J	12/06/05	3.20	PREPARE DTM PRESENTATION MATERIALS FOR ATTORNEY REVIEW (3.2).
		3.20	
<b>Total Legal Assistant</b>		<b>3.20</b>	
<b>TOTAL TIME</b>		<b><u>100.70</u></b>	

\* Law clerks are law school graduates who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Business Operations/Strategic Planning**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	12/29/05	Telecommunications, D	2.34
Telephone Expense	12/29/05	Telecommunications, D	0.33
Telephone Expense	12/29/05	Telecommunications, D	1.33
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$4.00</b>
Car Service (manual entries)	12/08/05	Boston Coach Corp.	153.00
		<b>TOTAL CAR SERVICE (MANUAL ENTRIES)</b>	<b>\$153.00</b>
Air/Rail Travel (external)	12/04/05	Butler, Jr. J	204.53
Air/Rail Travel (external)	12/14/05	Butler, Jr. J	159.46
Air/Rail Travel (external)	12/20/05	Butler, Jr. J	578.01
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$942.00</b>
Out-of-Town Travel	12/04/05	Butler, Jr. J	453.47
Out-of-Town Travel	12/04/05	Butler, Jr. J	9.02
Out-of-Town Travel	12/04/05	Butler, Jr. J	134.11
Out-of-Town Travel	12/04/05	Butler, Jr. J	53.34
Out-of-Town Travel	12/14/05	Butler, Jr. J	17.00
Out-of-Town Travel	12/14/05	Butler, Jr. J	200.49
Out-of-Town Travel	12/14/05	Butler, Jr. J	498.96
Out-of-Town Travel	12/20/05	Butler, Jr. J	144.68
Out-of-Town Travel	12/20/05	Butler, Jr. J	224.92
Out-of-Town Travel	12/20/05	Butler, Jr. J	21.00
Out-of-Town Travel	12/20/05	Butler, Jr. J	58.01
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$1,815.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	12/04/05	Butler, Jr. J	12.12
Out-of-Town Meals	12/04/05	Butler, Jr. J	13.37
Out-of-Town Meals	12/14/05	Butler, Jr. J	49.38
Out-of-Town Meals	12/14/05	Butler, Jr. J	27.08
Out-of-Town Meals	12/20/05	Butler, Jr. J	19.05
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$121.00</b>
Wireless - Mobile/Cellular/Pager	12/27/05	Butler, Jr. J	35.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$35.00</b>
		<b>TOTAL MATTER</b>	<b>\$3,070.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Business Operations/Strategic Planning**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	01/02/06	1.10	CONTINUE TO PREPARE FOR JANUARY 3RD DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY INCLUDING REVIEW OF DRAFT AGENDAS AND PRESENTATION MATERIALS (1.1).
BUTLER, JR. J	01/03/06	4.60	PREPARE FOR (0.8) AND ATTEND (3.8) DELPHI TRANSFORMATION COMMITTEE MEETING AND RELATED SENIOR MANAGEMENT MEETINGS AT COMPANY IN TROY.
BUTLER, JR. J	01/06/06	3.70	PREPARE FOR (0.3) AND PARTICIPATE (1.7) IN STRATEGY DISCUSSIONS IN NEW YORK CITY WITH J. SHEEHAN, D. SHERBIN, S. CORCORAN, R. EISENBERG AND B. SHAW; PREPARE FOR (0.2) AND PARTICIPATE IN (0.9) WEEKLY SENIOR ADVICE STRATEGY TELECONFERENCE WITH COMPANY; OUTLINE ISSUES AND BEGIN TO PREPARE FOR NEXT WEEK'S DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY (0.6).
BUTLER, JR. J	01/09/06	1.90	EMAIL FROM J. SHEEHAN AND REVIEW STEADY STATE BUSINESS PLANNING SCENARIO (1.9).
BUTLER, JR. J	01/11/06	2.90	PREPARE FOR (0.3) AND PARTICIPATE IN STRATEGY DISCUSSIONS AT COMPANY IN TROY WITH S. MILLER (0.6) AND S. MILLER, J. SHEEHAN AND D. SHERBIN (0.6); PREPARE FOR (0.2) AND PARTICIPATE IN (0.9) COMMUNICATIONS MEETING WITH K. HEALY AND COMMUNICATIONS TEAM AT COMPANY IN TROY; PREPARE FOR JUNE 12TH DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY (0.3).
BUTLER, JR. J	01/12/06	5.60	PREPARE FOR (0.3) AND ATTEND (2.9) DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY; PREPARE FOR (0.3) AND PARTICIPATE IN STRATEGY DISCUSSIONS AT COMPANY IN TROY WITH S. MILLER (0.5, 0.3), S. MILLER, R. O'NEAL AND S. CORCORAN (1.3).
BUTLER, JR. J	01/14/06	1.40	EMAIL FROM J. SHEEHAN AND REVIEW COMPARISON ANALYSIS RE DIP CASE AND STEADY STATE SCENARIO (0.8); FOLLOW-UP ON JANUARY 12TH DELPHI TRANSFORMATION COMMITTEE MEETING MATTERS (0.6).
BUTLER, JR. J	01/15/06	0.60	REVIEW AND CONSIDER STRATEGIC THINK PIECE FROM S. MILLER AND NEXT STEPS (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	01/16/06	1.60	PREPARE FOR (0.3) AND PARTICIPATE IN (1.3) STRATEGY MEETING WITH S. MILLER AND SENIOR MANAGEMENT AT DELPHI (VIA TELECONFERENCE).
BUTLER, JR. J	01/17/06	2.60	PREPARE FOR (0.4) AND ATTEND (2.2) DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY.
BUTLER, JR. J	01/22/06	0.80	PREPARE FOR JANUARY 23RD DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY (0.8).
BUTLER, JR. J	01/23/06	3.70	PREPARE FOR (0.3) AND ATTEND (3.4) DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY.
BUTLER, JR. J	01/29/06	0.60	PREPARE FOR JANUARY 30TH DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY (0.6).
BUTLER, JR. J	01/30/06	3.70	PREPARE FOR (0.4) AND ATTEND (3.3) DELPHI TRANSFORMATION COMMITTEE MEETING AT COMPANY IN TROY.
		<b>34.80</b>	
COCHRAN EL	01/03/06	2.00	PARTICIPATED IN DTM TELECONFERENCE (2.0).
COCHRAN EL	01/06/06	2.10	PARTICIPATED IN SENIOR STRATEGY TELECONFERENCE (2.1).
COCHRAN EL	01/12/06	3.00	PARTICIPATED IN DTM MEETING (3.0).
COCHRAN EL	01/13/06	0.40	PARTICIPATED IN SENIOR STRATEGY TELECONFERENCE (0.4).
COCHRAN EL	01/17/06	2.10	PARTICIPATED IN DTM TELECONFERENCE (2.1).
COCHRAN EL	01/20/06	0.50	PARTICIPATED IN SENIOR STRATEGY TELECONFERENCE (0.5).
COCHRAN EL	01/23/06	3.60	PARTICIPATED IN DTM TELECONFERENCE (3.6).
COCHRAN EL	01/27/06	1.60	PARTICIPATED IN SENIOR STRATEGY TELECONFERENCE (1.6).
COCHRAN EL	01/30/06	3.50	PARTICIPATED IN DTM (3.5).
		<b>18.80</b>	
LYONS JK	01/06/06	1.20	PARTICIPATION IN SENIOR STRATEGY TELECONFERENCE (1.2).
		<b>1.20</b>	
MARAFIOTI KA	01/06/06	1.50	SKADDEN SENIOR STRATEGY TELECONFERENCE AND FOLLOWUP (1.5).
MARAFIOTI KA	01/11/06	0.30	REVIEWED PROPOSAL RE POSSIBLE STRATEGIC ACQUISITION (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	01/12/06	3.30	ATTEND DTM MEETING (3.3).
MARAFIOTI KA	01/17/06	1.80	REVIEWED REVISED DTM PRESENTATION (0.3); ATTEND DTM MEETING (1.5).
MARAFIOTI KA	01/20/06	0.80	SENIOR STRATEGY TELECONFERENCE (0.8).
MARAFIOTI KA	01/23/06	2.70	TELECONFERENCE WITH J. GUGLIELMO RE CASH MANAGEMENT ORDER AND CONSIDER SAME (0.4); ATTEND DTM MEETING (1.9); TELECONFERENCES AND CORRESPONDENCE RE PRESS INQUIRY (0.4).
MARAFIOTI KA	01/27/06	0.90	SENIOR STRATEGY MEETING (0.9).
		<b>11.30</b>	
SPRINGER DE	01/06/06	1.30	PREPARATION FOR AND CONDUCT SENIOR LEADERSHIP TELECONFERENCE (1.3).
SPRINGER DE	01/20/06	1.00	SENIOR STRATEGY TELECONFERENCE (1.0).
		<b>2.30</b>	
<b>Total Partner</b>		<b>68.40</b>	
MATZ TJ	01/06/06	1.50	PARTICIPATE IN WEEKLY SENIOR STRATEGY TELECONFERENCE RE ALL ON GOING MATTERS (1.2); FOLLOW UP DISCUSSIONS RE SAME (0.3).
MATZ TJ	01/19/06	1.50	WORKING ON MATTER RE BANK ACCOUNTS (0.4); CORRESPONDENCE RE SAME (0.3); PREPARING AGENDA FOR SENIOR STRATEGY TELECONFERENCE (0.6); FOLLOW UP CORRESPONDENCE RE SAME (0.2).
MATZ TJ	01/23/06	0.60	FOLLOW UP WORK RE CASH MANAGEMENT MATTERS, BANK ACCOUNTS (0.4); TELECONFERENCE WITH FTI RE SAME (0.2).
MATZ TJ	01/24/06	0.30	WORK ON CASH MANAGEMENT MATTERS (0.2); CORRESPONDENCE RE SAME (0.1).
MATZ TJ	01/26/06	0.40	PREPARING AGENDA FOR WEEKLY SENIOR STRATEGY TELECONFERENCE (0.4).
MATZ TJ	01/27/06	1.70	PARTICIPATE IN SENIOR STRATEGY TELECONFERENCE (0.9); FOLLOW UP WORK RE STRATEGY SESSION (0.8).
		<b>6.00</b>	
<b>Total Counsel</b>		<b>6.00</b>	
HERRIOTT AV	01/17/06	0.60	BEGIN DRAFTING OF PRESENTATION TO DELPHI STRATEGY BOARD RE RESTRUCTURING MATTERS (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	01/18/06	3.20	CONTINUE DRAFTING, REVIEWING AND REVISING OF DELPHI STRATEGY BOARD PRESENTATION ON RESTRUCTURING MATTERS (3.2).
		3.80	
MEISLER RE	01/06/06	1.60	PREPARED FOR SENIOR STRATEGY TELECONFERENCE (0.2); PARTICIPATED ON SAME (1.4).
MEISLER RE	01/17/06	2.60	WORKED ON PRESENTATION FOR D. SHERBIN PROVIDING UPDATES SINCE DECEMBER 8TH FOR UPCOMING DOM (2.6).
MEISLER RE	01/18/06	0.70	CONTINUED TO REVIEW AND REVISE PRESENTATION FOR D. SHERBIN (0.7).
MEISLER RE	01/20/06	0.90	PARTICIPATED ON SENIOR STRATEGY TELECONFERENCE (0.9).
MEISLER RE	01/27/06	1.00	PARTICIPATED ON WEEKLY STRATEGY TELECONFERENCE (1.0).
MEISLER RE	01/30/06	0.10	CONFERENCE WITH D. ALEXANDER RE IRVINE CLOSURE (0.1).
		6.90	
REESE RG	01/16/06	0.80	REVISE DTM MATERIALS (0.8).
REESE RG	01/17/06	2.10	PREPARE MATERIALS FOR DTM MEETING (2.1).
REESE RG	01/24/06	0.40	REVIEW BANK ACCOUNT ISSUES (0.4).
		3.30	
Total Associate		14.00	
TOTAL TIME		<u>88.40</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Business Operations/Strategic Planning**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	01/03/06	Copy Center, D	8.17
In-house Reproduction	01/10/06	Copy Center, D	0.60
In-house Reproduction	01/20/06	Copy Center, D	16.34
In-house Reproduction	01/22/06	Copy Center, D	2.89
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$28.00</b>
Telephone Expense	01/27/06	Telecommunications, D	5.87
Telephone Expense	01/27/06	Telecommunications, D	6.77
Telephone Expense	01/27/06	Telecommunications, D	0.36
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$13.00</b>
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	3.00
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$3.00</b>
Air/Rail Travel (external)	01/02/06	Butler, Jr. J	258.56
Air/Rail Travel (external)	01/10/06	Butler, Jr. J	164.03
Air/Rail Travel (external)	01/16/06	Butler, Jr. J	138.08
Air/Rail Travel (external)	01/22/06	Butler, Jr. J	178.57
Air/Rail Travel (external)	01/29/06	Butler, Jr. J	85.76
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$825.00</b>
Out-of-Town Travel	01/02/06	Butler, Jr. J	21.00
Out-of-Town Travel	01/02/06	Butler, Jr. J	105.13
Out-of-Town Travel	01/02/06	Butler, Jr. J	294.66
Out-of-Town Travel	01/10/06	Butler, Jr. J	26.00
Out-of-Town Travel	01/10/06	Butler, Jr. J	241.10
Out-of-Town Travel	01/10/06	Butler, Jr. J	657.13
Out-of-Town Travel	01/16/06	Butler, Jr. J	89.46
Out-of-Town Travel	01/16/06	Butler, Jr. J	48.01
Out-of-Town Travel	01/16/06	Butler, Jr. J	294.66

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Travel	01/16/06	Butler, Jr. J	14.00
Out-of-Town Travel	01/22/06	Butler, Jr. J	105.04
Out-of-Town Travel	01/22/06	Butler, Jr. J	32.00
Out-of-Town Travel	01/22/06	Butler, Jr. J	160.17
Out-of-Town Travel	01/22/06	Butler, Jr. J	16.00
Out-of-Town Travel	01/29/06	Butler, Jr. J	240.25
Out-of-Town Travel	01/29/06	Butler, Jr. J	130.89
Out-of-Town Travel	01/29/06	Butler, Jr. J	18.50
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$2,494.00</b>
Out-of-Town Meals	01/02/06	Butler, Jr. J	17.96
Out-of-Town Meals	01/10/06	Butler, Jr. J	36.93
Out-of-Town Meals	01/16/06	Butler, Jr. J	16.97
Out-of-Town Meals	01/22/06	Butler, Jr. J	27.94
Out-of-Town Meals	01/29/06	Butler, Jr. J	63.24
Out-of-Town Meals	01/29/06	Butler, Jr. J	21.96
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$185.00</b>
Wireless - Mobile/Cellular/Pager	12/09/05	Meisler RE	43.68
Wireless - Mobile/Cellular/Pager	01/09/06	Meisler RE	0.32
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$44.00</b>
		<b>TOTAL MATTER</b>	<b>\$3,592.00</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-15  
SECURED CLAIMS  
491.7 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Secured Claims**

**Bill Date: 12/30/05  
Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/09/05	1.80	REVIEW AND EVALUATE COLLATERAL ANALYSIS RE PREPETITION LENDERS (0.4); REVIEW DOCUMENTS POSTED TO INTERLINKS RE PREPETITION BANK GROUP (0.3); TELECONFERENCES WITH AND EMAILS FROM/TO K. ZIMAN ON BEHALF OF PREPETITION LENDERS (0.3, 0.2, 0.2, 0.4).
BUTLER, JR. J	10/10/05	1.60	REVIEW PREPETITION AGENT'S COMMENTS TO PROPOSED FIRST DAY ORDERS (0.6); TELECONFERENCES WITH AND EMAILS FROM/TO K. ZIMAN ON BEHALF OF PREPETITION LENDERS RE SAME (0.6, 0.2, 0.2).
BUTLER, JR. J	10/11/05	1.30	CONTINUE TO REVIEW AND NEGOTIATE PREPETITION AGENT'S COMMENTS TO PROPOSED FIRST DAY ORDERS (0.4); TELECONFERENCES WITH AND EMAILS FROM/TO K. ZIMAN ON BEHALF OF PREPETITION LENDERS RE SAME (0.3, 0.1, 0.2); MEETING WITH WORKING GROUP TO PREPARE FOR AND RECAP FROM PREPETITION LENDERS TELECONFERENCE MEETING (0.3).
BUTLER, JR. J	10/22/05	0.90	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE PREPETITION DEBT ADEQUATE PROTECTION MATTERS INCLUDING EMAILS FROM/TO D. RESNICK (0.7); EMAILS FROM/TO E. GRILLO RE AD HOC MATTERS (0.2).
BUTLER, JR. J	10/25/05	1.70	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CUSTOMER AND PREPETITION DEBT ADEQUATE PROTECTION MATTERS INCLUDING REVIEW OF AD HOC MATERIALS (0.8) AND GM MATERIALS (0.6); EMAILS FROM/TO H. MILLER, M. BIENSTOCK, J. TANNENBAUM (0.3).
BUTLER, JR. J	10/26/05	1.60	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CUSTOMER AND PREPETITION DEBT ADEQUATE PROTECTION MATTERS INCLUDING REVIEW OF FINAL GM OBJECTION (0.4), REVIEW OF AD HOC OBJECTION AND RESPONSE (0.9), EMAILS FROM/TO A. BRILLIANT, E. GRILLO AND J. TANNENBAUM (0.3).
BUTLER, JR. J	11/01/05	0.20	EMAILS FROM/TO J. SHEEHAN RE BANK OF AMERICA CASH COLLATERAL MATTERS (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	11/11/05	0.20	EMAILS TO/FROM K. ZIMAN RE ESTIMATED PROFESSIONAL EXPENSE CLAIMS FOR PREPETITION LENDERS GOING FORWARD (0.2) .
		<b>9.30</b>	
<b>Total Partner</b>		<b>9.30</b>	
MATZ TJ	11/27/05	0.60	CORRESPONDENCE WITH N. BERGER RE BANK OF AMERICA MOTION RE ADEQUATE ASSURANCE AND RESPONSE THERETO (0.6) .
MATZ TJ	11/30/05	0.40	WORK ON TOOLING LIEN CLAIMS UNDER MICHIGAN AND ARIZONA LAW (0.4) .
		<b>1.00</b>	
<b>Total Counsel</b>		<b>1.00</b>	
DE ELIZALDE D	10/21/05	1.20	ANALYSIS RE TOOLING LIEN STATUTES OF DIFFERENT STATES (1.2) .
DE ELIZALDE D	10/22/05	4.10	DRAFTED CHART RE TOOLING LIEN STATUTES IN SEVERAL STATES (2.8); RESEARCH RE KANSAS MECHANICS' LIEN STATUTE (1.3) .
DE ELIZALDE D	10/23/05	3.10	RESEARCH RE KANSAS MECHANIC'S STATUTE AND WHETHER DEMOLITION IS INCLUDED THEREIN (3.1) .
DE ELIZALDE D	10/24/05	7.10	ANALYSIS OF DELPHI PURCHASE ORDER RE DEMOLITION OF PLANT 14 IN KANSAS (0.4); ANALYSIS OF CONTRACTOR AND SUBCONTRACTOR'S LIEN STATEMENTS (0.2); RESEARCH RE IS DEMOLITION PART OF THE KANSAS MECHANIC'S STATUTE? (3.4); CONFERENCE CALL WITH ALLEGED LIEN HOLDER (0.2); REVIEWED AND REVISED CHART RE TOOLING STATUTE (2.9) .
DE ELIZALDE D	10/26/05	2.90	DRAFTED ANSWER TO CLIENT RE MECHANIC'S LIEN STATUTE (2.9) .
DE ELIZALDE D	11/02/05	3.00	ANALYSIS RE LIENS CLAIMED AGAINST DELPHI (0.8); RESEARCH RE MICHIGAN SPECIAL TOOLS LIEN ACT (1.3); CONFERENCE CALL WITH TOOL BUILDER ASSERTING LIEN (0.4); EMAIL EXCHANGE WITH CLIENT RE TOOL BUILDER ASSERTING LIEN (0.5) .
DE ELIZALDE D	11/03/05	0.70	ANALYSIS OF LIEN ISSUES AND MICHIGAN STATUTE (0.7) .
DE ELIZALDE D	11/04/05	1.40	ANALYSIS OF LIENS ISSUES AND CORRESPONDENCE RE LIENS FILED (1.4) .
DE ELIZALDE D	11/08/05	1.10	ANALYSIS RE PILLARHOUSE MOTION (0.7); NEGOTIATION WITH ECLIPSE TOOLS (0.4) .

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	11/10/05	2.80	ANALYSIS OF LIENS ISSUES AND ANALYSIS OF LIEN CLAIMS (1.5); ANALYSIS OF C&J CLAIM (1.3).
DE ELIZALDE D	11/11/05	1.00	NEGOTIATE WITH ECLIPSE TOOLS FOR ADJOURNMENT OF THEIR MOTION (0.4); ANALYSIS OF ECLIPSE TOOL'S NOTICE OF MOTION TO LIFT STAY (0.6).
DE ELIZALDE D	11/14/05	2.50	ANALYSIS OF HOLDERS OF LIENS' CLAIMS (2.5).
DE ELIZALDE D	11/15/05	3.50	MEETING WITH THE CLIENT RE MECHANICS' LIENS (3.5).
DE ELIZALDE D	11/16/05	5.40	ANALYSIS OF MECHANICS' LIEN STATUTE AND CASELAW IN MICHIGAN AND OHIO TO DETERMINE WHETHER ENVIRONMENTAL INVESTIGATION AND REMEDIATION WORK IS LIENABLE (5.4).
DE ELIZALDE D	11/17/05	4.80	ANALYSIS OF LAW IN CALIFORNIA AND NEW JERSEY RE MECHANIC'S LIENS AND ITS APPLICATION TO ENVIRONMENTAL WORK (4.8).
DE ELIZALDE D	11/21/05	6.30	ANALYSIS OF LIEN-HOLDERS' CLAIMS (2.5); ANALYSIS OF MECHANIC'S STATUTES IN THE FOLLOWING STATES: NEW YORK, CALIFORNIA, OHIO AND MICHIGAN (3.8).
DE ELIZALDE D	11/22/05	1.90	ANALYSIS OF H&A'S ALLEGED LIEN (1.2); ANALYSIS OF ORDER OF SALE IN MTI'S BANKRUPTCY, RELATED TO ECLIPSE'S CLAIM (0.7).
DE ELIZALDE D	11/28/05	2.70	RESEARCH RE TOOLING STATUTE IN FLORIDA (1.5); DRAFTED MEMO RE TOOLING STATUTES (1.2).
DE ELIZALDE D	11/30/05	3.70	ANALYSIS OF TOOLING LIEN STATUTES AND CASE LAW OF THE STATES OF ARIZONA AND MICHIGAN (2.5); DRAFTED RESPONSE TO QUESTIONS RE REPOSSESSION OF TOOL (1.2).
		59.20	
HERRIOTT AV	10/19/05	2.90	BEGIN TOOLING RESEARCH (1.5); CONFER WITH SUPPLIERS AND REVIEW SETTLEMENT AGREEMENTS (1.4).
HERRIOTT AV	10/20/05	7.60	RESEARCH TOOLING LIEN STATUTES IN OH, IN, AL, MO, NY, AND WI (3.1); NEGOTIATE WITH AND REVIEW AGREEMENTS WITH CERTAIN SUPPLIERS (1.2, 0.9, 1.6, 0.8).
HERRIOTT AV	10/28/05	0.30	RESPOND TO TOOLING LIEN QUESTION (0.3).
HERRIOTT AV	11/17/05	2.30	RESEARCH WI LIEN STATUTES FOR SUPPLIER TOOLING ISSUE (2.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**13.10**

MEISLER RE	11/08/05	0.50	ATTENTION TO TOOLING LIEN INQUIRIES (0.5).
MEISLER RE	11/09/05	1.00	PARTICIPATED IN SETOFF MEETING WITH D. FIDLER, K. CRAFT, FTI AND R. REESE (0.7); ATTENTION TO SAME (0.3).
MEISLER RE	11/11/05	0.60	TELECONFERENCE WITH K. CRAFT RE SETOFF AND VENDOR MATTERS (0.5); TELECONFERENCE WITH E. SCHNABEL RE SET OFF REQUEST (0.1).
MEISLER RE	11/13/05	0.60	ANALYSIS OF SETOFF LETTERS, MOTIONS AND SELF-HELP (0.5); TELECONFERENCE WITH N. BERGER RE SETOFF (0.1).
MEISLER RE	11/14/05	0.40	ATTENTION TO SETOFF REQUEST RE CARDONE INDUSTRIES (0.4).
MEISLER RE	11/15/05	1.40	REVIEWED BANK OF AMERICA MOTION FOR ADEQUATE PROTECTION (0.3); TELECONFERENCE WITH N. BERGER RE COORDINATION OF EFFORTS RE SETOFF (0.4); TELECONFERENCE WITH S. TOUSSIE RE STATUS OF SETOFF (0.1); TELECONFERENCE WITH S. CORCORAN AND M. MCGUIRE RE FLEXTRONICS (0.5); DRAFTED NOTES RE SAME (0.1).
MEISLER RE	11/18/05	2.90	REVIEW BANK OF AMERICA MOTION FOR ADEQUATE PROTECTION AND RELATED DOCUMENTS AND PLEADINGS IN ORDER TO RESOLVE SAME (1.6); TELECONFERENCES WITH J. HUDSON (0.4); TELECONFERENCE WITH S. SCHWARTS (B OF A), P. MEARS (COUNSEL TO B OF A), F. COSTA, J. HUDSON AND J. EVANS RE ADEQUATE PROTECTION (0.5); TELECONFERENCE WITH F. COSTA AND J. HUDSON RE FOLLOW UP (0.2); TELECONFERENCE WITH L. FRISHMAN RE SAME (0.2).
MEISLER RE	11/20/05	2.60	BEGAN DRAFTING BANK OF AMERICA TERM SHEET (2.3); TELECONFERENCE WITH R. REESE RE SAME (0.2); TELECONFERENCE WITH R. TURMAN RE SAME (0.1).
MEISLER RE	11/21/05	2.20	CONTINUED ATTENTION TO BANK OF AMERICA OBJECTION AND PROPOSALS RE SAME (1.9); TELECONFERENCE WITH L. FRISHMAN RE SAME (0.1); TELECONFERENCE WITH P. MEARS, COUNSEL TO BANK OF AMERICA RE SAME (0.1); TELECONFERENCE WITH N. BERGER RE SAME (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	11/22/05	4.10	CONTINUED TO WORK ON PROPOSAL TO BANK OF AMERICA (1.8); TELECONFERENCE WITH J. HUDSON RE SAME (0.4); TELECONFERENCE WITH N. BERGER RE SAME IN PREPARATION FOR POTENTIAL LITIGATION (0.4); TELECONFERENCE WITH P. MEARS AND N. BERGER RE SETTLEMENT DISCUSSIONS (0.5); DRAFTED NOTES TO FILE (0.2); REVISED PROPOSAL (0.8).
MEISLER RE	11/23/05	2.00	REVIEWED DOCUMENTS RELATED TO BANK OF AMERICA LEASING TRANSACTION (0.6); REVIEWED COUNTER PROPOSAL SUBMITTED BY BANK OF AMERICA (0.4); TELECONFERENCE WITH P. MEARS AND S. SCHWARTZ RE SAME (0.6); TELECONFERENCE WITH N. BERGER RE LITIGATION STRATEGY (0.4).
MEISLER RE	11/25/05	2.70	REVIEWED AND REVISED OBJECTION TO BANK OF AMERICA'S MOTION TO LIFT STAY (1.5); TELECONFERENCES WITH N. BERGER RE SAME (0.5); REVIEWED PENTASTAR LIMITED OBJECTION (0.5); DRAFTED SCRIPT RE SAME (0.2).
MEISLER RE	11/28/05	4.60	TELECONFERENCES WITH N. BERGER RE BANK OF AMERICA (0.6); REVIEWED RESPONSES FILED BY BANK OF AMERICA (0.9); REVIEWED SUPPORTING DOCUMENTS (0.5); TELECONFERENCE WITH J. HUDSON RE SAME (0.1); CONFERENCE WITH S. CORCORAN RE SAME (0.2); CONTINUED PREPARATION FOR LITIGATION (1.1); TELECONFERENCE WITH R. BAXTER RE SETOFF (1.2).
MEISLER RE	11/30/05	0.70	CONFERENCE WITH D. FIDLER, R. BAXTER, S. TOUSSI RE SETOFF PROCEDURES (0.7).
		26.30	
MICHELI MJ	10/19/05	1.10	BEGAN REVIEW OF LIEN NOTICE FILED (0.2); IN CONNECTION WITH LIEN NOTICE, BEGAN RESEARCH RE VALIDITY OF A LIEN AND APPLICATION OF THE AUTOMATIC STAY (0.9).
MICHELI MJ	10/20/05	3.80	IN CONNECTION WITH NOTICE OF LIEN, CONTINUED RESEARCH RE VALIDITY OF NOTICE OF LIEN AND THE AUTOMATIC STAY (1.8); BEGAN REVIEW OF STATE LAW RE LIEN NOTICE (0.4); BEGAN DRAFTING MEMO RE SAME (1.6).
MICHELI MJ	10/21/05	1.40	CONTINUED DRAFTING MEMO RE NOTICE OF LIEN AND VALIDITY OF NOTICE IN CONNECTION WITH AUTOMATIC STAY (1.2); DRAFTED CORRESPONDENCE TO K. CRAFT RE LIEN MATTERS (0.2).
MICHELI MJ	10/26/05	0.50	REVIEW LIEN MEMO RE PAYMENT OF MECHANICS LIEN FOR IMPROVEMENTS TO PROPERTY (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	11/15/05	0.20	REVIEW OF LIENS AND RECLAMATION PARTIES OVERLAPPING (0.2).
		7.00	
TOUSSI S	10/24/05	1.00	ANALYZE OBJECTIONS BY SPECMO (0.3); TELECONFERENCE WITH ATTORNEY FOR SPECMO AND POSSIBLE ADJOURNMENT AND SET OFF PROCEDURES (0.5); DISCUSS ISSUES WITH ATTORNEY FOR SPECMO (0.2).
TOUSSI S	10/28/05	0.70	ADDRESS SET OFF ISSUES BY VARIOUS SUPPLIERS (0.7).
TOUSSI S	10/29/05	0.90	REVIEW VARIOUS FILINGS IN CONNECTION WITH SET OFF AND UNDER DIP ORDER (0.3); ADDRESS AND RESOLVE ISSUES RE SET OFF AND ANALYZE PROCEDURES IN DIP ORDER PARAGRAPH 18 (0.6).
TOUSSI S	10/30/05	0.80	ADDRESS ISSUES RE SET OFF WITH VARIOUS SUPPLIERS AND RELATED OBJECTIONS (0.8).
TOUSSI S	10/31/05	1.40	ADDRESS VARIOUS ISSUES RE SUPPLIERS, INCLUDING ISSUES RE SET OFF (0.7); REVIEW MOTIONS AND SUPPORTING DOCUMENTATION RE VARIOUS SET OFF CLAIMS (0.7).
TOUSSI S	11/01/05	3.20	ADDRESS ISSUES RE SETOFF UNDER DIP ORDER AND PROPOSED PROCEDURES FOR DEALING WITH SUPPLIER SETOFF CLAIMS (1.0); REVIEW VARIOUS MOTIONS RE SAME (0.4); VARIOUS TELECONFERENCES AND CORRESPONDENCE RE SAME (0.6); ADDRESS VARIOUS MOTIONS FILED TO LIFT AUTOMATIC STAY AND PROCEDURES MOTION WITH RESPECT TO SETOFF (1.2).
TOUSSI S	11/08/05	1.20	ADDRESS ISSUES RE VARIOUS SUPPLIERS RE SETOFF (0.5); REVIEW VARIOUS SETOFF AND RECOUPMENT PLEADINGS RE SAME (0.4); FOLLOW UP ISSUES RE SAME (0.3).
TOUSSI S	11/09/05	1.20	ADDRESS SUPPLIER ISSUES RE SETOFF AND RECOUPMENT (0.8); REVIEW CORRESPONDENCE AND FILINGS IN CONNECTION WITH ANALYZING SAME (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	11/10/05	6.80	ADDRESS AND RESOLVE SETOFF ISSUES WITH VARIOUS SUPPLIERS (1.8); RESEARCH ISSUES RE SAME (0.5); PREPARE CHART OF STATUS OF VARIOUS SETOFF CLAIMANTS AND SUPPLIERS THAT HAVE SOUGHT SETOFF UNDER DIP ORDER (1.2); DISCUSS SAME WITH CLIENT, VARIOUS CORRESPONDENCE RE SAME (0.7); EDIT AND REVISE STATUS CHART (1.5); REVIEW RECENTLY FILED DOCKET ENTRIES, INCLUDING MOTIONS TO LIFT THE AUTOMATIC STAY TO EXERCISE SETOFF (0.6); ADDRESS AND RESOLVE ISSUES RE SAME (0.5).
TOUSSI S	11/11/05	6.20	ADDRESS ISSUES WHERE SUPPLIERS ARE SETTING OFF WITHOUT COURT PERMISSION (1.5); ADDRESS AND RESOLVE SETOFF ISSUES WITH VARIOUS SUPPLIERS THAT HAVE FILED FORMAL REQUESTS FOR SETOFF BY MOTION OR UNDER DIP ORDER (2.0); REVISE AND UPDATE CHART OF STATUS OF VARIOUS SETOFF CLAIMANTS AND SUPPLIERS THAT HAVE SOUGHT SETOFF (1.2); DRAFT ACKNOWLEDGEMENT LETTER RE SETOFF REQUESTS (0.8); DISCUSS SAME WITH CLIENT, VARIOUS CORRESPONDENCE RE SAME (0.7).
TOUSSI S	11/14/05	7.50	EDIT AND REVISE SETOFF STATUS CHART, ADDRESS ISSUE RE SAME (2.6); ADDRESS SUPPLIER SETOFF ISSUES FOR VARIOUS PARTIES SEEKING TO EXERCISE SETOFF BY FILING MOTION TO LIFT THE AUTOMATIC STAY OR PURSUANT TO PARAGRAPH 18 OF DIP ORDER (1.9); EDIT AND REVISE SLIDES RE SETOFF PROCEDURES (0.9); VARIOUS CORRESPONDENCE AND CONFERENCE CALLS RE STATUS OF SETOFF CLAIMS (1.6); REVIEW VARIOUS DOCKET ENTRIES RE SETOFF (0.5).
TOUSSI S	11/15/05	5.00	ADDRESS SUPPLIER SETOFF ISSUES (2.5); DISCUSS RECONCILIATION PROCESS WITH SAME (0.8); EDIT AND REVISE SLIDES RE SETOFF PROCEDURES (0.7); VARIOUS CORRESPONDENCE AND CONFERENCE CALLS RE STATUS OF SETOFF CLAIMS (1.0).
TOUSSI S	11/17/05	8.10	EDIT AND REVISE DRAFT LETTER IN CONNECTION WITH SETOFF REQUEST (1.5); REVIEW BACKGROUND MATERIALS, CONTRACTS AND CORRESPONDENCE RE SAME (1.4); RESEARCH ISSUES RE SAME (0.8); ADDRESS AND RESOLVE SUPPLIER SETOFF ISSUES RE VARIOUS SUPPLIERS (1.6), PREPARE VARIOUS RESPONSES RE SAME (1.2), VARIOUS TELECONFERENCE WITH SUPPLIERS AND COUNSEL RE SAME (1.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	11/18/05	5.90	VARIOUS TELECONFERENCES WITH PARTIES WHO HAVE FILED LIFT/STAYS TO EXERCISE SETOFF RIGHTS (3.2); FINALIZE AGREEMENTS TO ADJOURN WITH EACH PARTY (1.2); ADDRESS ISSUES RE STATUS CHART (0.5); FOLLOW-UP ISSUES WITH RESPECT TO RECONCILIATIONS OF SETOFF CLAIMS WITH CLIENT AND SETOFF SUPPLIERS (1.0).
TOUSSI S	11/21/05	5.10	ADDRESS AND RESOLVE VARIOUS SETOFF ISSUES AND MOTIONS TO LIFT THE AUTOMATIC STAY TO EXERCISE SETOFF (1.3); EDIT AND REVISE RESPONSE LETTER, RESEARCH ISSUES RE SAME (1.2); VARIOUS DISCUSSIONS WITH COMPANY COUNSEL AND THIRD PARTIES STATUS OF VARIOUS MOTIONS AND RECONCILIATION (0.8); ADDRESS ISSUES RE SUPPLIER (0.4); UPDATE SETOFF STATUS CHART (0.5); FOLLOW-UP WITH VARIOUS PARTIES RE STATUS OF RECONCILIATION AND STATUS OF SPECMO'S CLAIM (0.9).
TOUSSI S	11/22/05	4.00	ADDRESS AND RESOLVE SETOFF ISSUES WITH VARIOUS SETOFF CLAIMANTS (0.4); DISCUSS SETOFF STATUS WITH COMPANY COUNSEL, RESOLVE ISSUES RE SAME (0.7); ADDRESS AND RESOLVE VARIOUS SETOFF ISSUES AND MOTIONS TO LIFT THE AUTOMATIC STAY TO EXERCISE SETOFF (1.1); VARIOUS DISCUSSIONS WITH COMPANY COUNSEL AND THIRD PARTIES STATUS OF VARIOUS MOTIONS AND RECONCILIATION (0.8); UPDATE SETOFF STATUS CHART (0.3); RESEARCH SETOFF ISSUES RAISED BY VARIOUS SETOFF CLAIMANTS (0.7).
TOUSSI S	11/23/05	1.50	REVIEW EACH MOTION TO LIFT THE AUTOMATIC STAY TO EXERCISE SETOFF (1.5).
TOUSSI S	11/28/05	2.50	ADDRESS AND RESOLVE VARIOUS ISSUES WITH SUPPLIERS (1.2); ADDRESS CONCERNS RAISED BY TRICON, CONFERENCE CALL WITH DELPHI IN-HOUSE RE SAME (0.7); UPDATE STATUS CHART (0.6).
TOUSSI S	11/30/05	4.70	VARIOUS MEETINGS WITH DELPHI IN-HOUSE DEPARTMENTS TO DISCUSS STATUS OF SETOFFS BY SUPPLIERS (2.2); MEETING WITH IN-HOUSE STAFF TO DISCUSS OVERPAYMENTS AND POTENTIAL TURNOVER ACTIONS (0.5); FOLLOW UP RESEARCH RE SAME (0.5); ADDRESS AND RESOLVE SUPPLIER SETOFF ISSUES WITH VARIOUS PARTIES (1.5).

67.70

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TURMAN III RE	11/15/05	0.30	REVIEW DOCUMENTS FOR BANK OF AMERICA LEASES (0.3).
TURMAN III RE	11/16/05	0.20	CONTINUE REVIEW OF B OF A LEASE DOCUMENTS (0.2).
TURMAN III RE	11/17/05	1.30	ADVISE ON BANK OF AMERICA LEASE ISSUES AND REVIEW LEASE DOCUMENTS AND ANCILLARY DOCUMENTS (1.3).
TURMAN III RE	11/18/05	0.70	REVIEW BANK OF AMERICA DOCS & SUB LEASE CONSENT (0.7).
TURMAN III RE	11/20/05	1.10	ADVISE ON BANK OF AMERICA LEASE TERMSHEET & DIP RELATED ISSUES (1.1).
TURMAN III RE	11/21/05	0.60	REVIEW AND COMMENT ON BANK OF AMERICA LEASE TERM SHEET (0.6).
TURMAN III RE	11/22/05	0.60	REVIEW BANK OF AMERICA LEASE DOCUMENTS AND MOTION (0.6).
TURMAN III RE	11/23/05	0.30	DISCUSSION OF COLLATERAL DESCRIPTION FOR TERMSHEET (0.3).
TURMAN III RE	11/24/05	1.60	DRAFT COLLATERAL LANGUAGE, REVIEW TERM SHEET AND MOTION (1.6).
TURMAN III RE	11/25/05	1.20	REVIEW MOTION, TERM SHEET AND BANK OF AMERICA LEASE RELATED DOCUMENT (1.2).
TURMAN III RE	11/28/05	0.30	ADVISE ON BANK OF AMERICA LEASE MOTION (0.3).
		<b>8.20</b>	
ZALTZMAN H*	11/10/05	5.80	BEGIN REVIEW OF SETOFF REQUESTS INCLUDING REVIEWING ALL MOTIONS FILED FOR SETOFF AND REVIEWING ALL EMAILS/FAXES SENT TO EITHER SKADDEN OR DELPHI RE SETOFF CHARTS (4.0); REVIEW OF PARA. 18 OF DIP ORDER IN PREPARATION (1.8).
ZALTZMAN H*	11/11/05	6.70	REVIEWED SETOFF CHARTS INCLUDING REVIEW OF ALL SETOFF MOTIONS (6.7).
ZALTZMAN H*	11/13/05	0.70	GO OVER CHART RE DELPHI PROCEDURE FOR RESPONDING TO SETOFF CLAIMS (0.5); BEGIN COMPLING SETOFF BINDER (0.2).
ZALTZMAN H*	11/14/05	4.80	TELECONFERENCE WITH DELPHI RE SETTING UP RESPONSE TEAMS FOR SETOFF CLAIMS (2.0); RESEARCH RE SUPPLIER SETOFF REJECTION CLAIMS DRAFT MOTION (2.0); DISCUSSION WITH DELPHI RE SUPPLIER SITUATION AND SETOFF CLAIM CONTINGENCY (0.8).
ZALTZMAN H*	11/15/05	2.10	RESPOND TO COMPANY QUESTIONS AND EMAILS RE SETOFFS' STATUS (0.2); PREPARE SETOFF CHART FOR R. BAXTER AT DELPHI (1.9).

20.10

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Total Associate/Law Clerk</b>	<b>201.60</b>	
ZSOLDOS AF	11/14/05	2.10 PREPARE DELPHI SETOFF BINDER (2.1) .
ZSOLDOS AF	11/15/05	0.60 CONTINUE PREPARING SETOFF BINDER (0.6) .
		<b>2.70</b>
<b>Total Legal Assistant</b>		<b>2.70</b>
<b>TOTAL TIME</b>		<b><u>214.60</u></b>

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Secured Claims**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	10/24/05	Copy Center, D	143.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$143.00</b>
Lexis/Nexis	11/15/05	Zaltzman H	264.42
Lexis/Nexis	11/16/05	Zaltzman H	213.51
Lexis/Nexis	11/17/05	Zaltzman H	261.07
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$739.00</b>
Out-of-Town Travel	11/18/05	Meisler RE	248.17
Out-of-Town Travel	11/18/05	Meisler RE	105.83
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$354.00</b>
Messengers/ Courier	11/27/05	Arrow Messenger Svc	36.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$36.00</b>
Out-of-Town Meals	11/18/05	Meisler RE	2.78
Out-of-Town Meals	11/18/05	Meisler RE	15.44
Out-of-Town Meals	11/18/05	Meisler RE	2.78
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$21.00</b>
		<b>TOTAL MATTER</b>	<b>\$1,293.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Secured Claims**

**Bill Date: 01/31/06  
Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	12/05/05	1.40	REVIEWING AND REVISING RESPONSES TO MORGAN ADVANCED RE REQUEST FOR SET-OFF (0.2); REVIEW AND REVISE MAGNA DONNELLY RE REQUESTS FOR SETOFF (0.6); FOLLOW-UP WORK RE VARIOUS SETOFF REQUESTS (0.6).
MATZ TJ	12/12/05	0.40	CONTINUING WORK ON ENTERGY SET-OFF CLAIM (0.4).
MATZ TJ	12/14/05	1.30	CONTINUING WORK RE VARIOUS SET-OFF MOTIONS/DIP ORDER SET OFF RESOLUTION (0.9); WORK ON TEMPORARY FREEZE ISSUES (0.4).
MATZ TJ	12/16/05	0.60	WORKING ON ENTERGY LIFT STAY MOTION (0.6).
MATZ TJ	12/19/05	0.20	CORRESPONDENCE RE FOLLOW UP RE ENTERGY SETOFF REQUEST (0.2).
MATZ TJ	12/20/05	0.90	TELECONFERENCES AND CORRESPONDENCE RE VARIOUS SETOFF CLAIMS, POSSIBLE RESOLUTIONS (0.7); FOLLOW UP WITH COUNSEL RE SAME (0.2).
MATZ TJ	12/23/05	0.40	CORRESPONDENCE AND FOLLOW UP RE OUTSTANDING SETOFF REQUESTS AND RESPONSES (0.4).
		5.20	
<b>Total Counsel</b>		5.20	
DE ELIZALDE D	12/05/05	0.50	ANALYSIS OF ECLIPSE TOOL CLAIM (0.5).
DE ELIZALDE D	12/13/05	1.50	ANALYSIS OF ECLIPSE'S CLAIM FOR LIEN OVER TOOL (1.5).
DE ELIZALDE D	12/14/05	1.80	REVIEWED MEMO RE ANALYSIS OF ENVIRONMENTAL CLAIMS AND WHETHER THOSE MAY BE LIENABLE UNDER DIFFERENT STATES STATUTES (1.8).
		3.80	
MEISLER RE	12/01/05	0.40	TELECONFERENCE WITH F. COSTA RE BANK OF AMERICA SETTLEMENT (0.2); TELECONFERENCE WITH N. BERGER RE SAME (0.2).
MEISLER RE	12/02/05	1.30	PREPARED FOR CONFERENCE CALL RE BANK OF AMERICA ADEQUATE PROTECTION REQUEST (0.5); PARTICIPATED ON CONFERENCE CALL WITH COMPANY AND N. BERGER (0.7); FOLLOW UP WITH N. BERGER RE SAME (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	12/07/05	1.30	REVIEWED CONSENT ORDER RE BANK OF AMERICA; TELECONFERENCE WITH N. BERGER RE SAME (0.5).
MEISLER RE	12/08/05	0.50	ATTENTION TO BANK OF AMERICA ADEQUATE PROTECTION REQUEST (0.5).
MEISLER RE	12/12/05	0.40	TELECONFERENCE WITH F. COSTA RE BANK OF AMERICA INQUIRY (0.1); ANALYSIS RE APPLICATION OF INTEREST TO POSTPETITION PAYMENTS (0.3).
MEISLER RE	12/13/05	0.10	TELECONFERENCE WITH N. BERGER RE BANK OF AMERICA (0.1).
MEISLER RE	12/16/05	0.20	REVIEWED ANALYSIS OF ECLIPSE LIEN (0.2).
MEISLER RE	12/18/05	0.60	REVIEWED AND COMMENTED ON BANK OF AMERICA STIPULATION (0.6).
MEISLER RE	12/19/05	0.40	CONFERENCE WITH K. CRAFT RE ANALYSIS OF BANKS RIGHTS TO FORECLOSE UPON ASSETS OF A THIRD PARTY, WHICH ASSETS SERVE AS COLLATERAL TO DELPHI'S SUBORDINATED LOANS TO SUCH THIRD PARTY (0.2); CONTINUED ANALYSIS OF SAME (0.2).
MEISLER RE	12/20/05	1.20	ANALYZED CONSENT STIPULATION RESOLVING BANK OF AMERICA MATTER (0.4) ; TELECONFERENCE WITH N. BERGER RE SAME (0.2); REVIEW CERTAIN GM SUPPLY AGREEMENT RELATED TO GM'S SETOFF REQUEST (0.6).
MEISLER RE	12/23/05	0.40	REVIEW FINAL BANK OF AMERICA STIPULATION (0.4).
		<b>6.80</b>	
REESE RG	12/13/05	0.70	ATTENTION TO ISSUES RE INTERNET CLAIMS (0.7).
REESE RG	12/14/05	1.30	CONVERSATION WITH K. KOENIG AND COMMUNICATION WITH CLIENT RE CLAIMS OF AKSYS (0.8); ATTENTION TO ISSUES RE INTERNET CLAIMS (0.5).
REESE RG	12/15/05	1.90	ATTENTION TO ISSUES RE INTERNET CLAIMS (1.4); ATTENTION TO ISSUES RE SETOFF-RELATED ISSUES (0.5).
REESE RG	12/19/05	3.90	ATTENTION TO ISSUES RE INTERNET CLAIMS (0.4); CONVERSATIONS WITH A. MILLER, R. BAXTER, T. BEHNKE AND OTHERS RE SAME (0.7); DRAFT LETTER RE SAME (0.5); RESEARCH RE SETOFF-RELATED ISSUES (1.9); DRAFT SUMMARY RE SAME FOR R. BAXTER (0.4).
		<b>7.80</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	12/01/05	5.10	VARIOUS TELECONFERENCE WITH SUPPLIERS RE STATUS OF RECONCILIATIONS PROCESS (1.2); EDIT AND REVISE SUPPLIER SETOFF CHART (0.6); ADDRESS ISSUES RE ACKNOWLEDGMENT LETTERS RE NEW SETOFF CLAIMANTS AND REQUEST FOR ADDITIONAL DOCUMENTATION (0.5); VARIOUS CORRESPONDENCE RE STATUS OF VARIOUS SUPPLIER SETOFF CLAIMS (1.2); REQUEST TO SETOFF WARRANTY CLAIMS BY BORGWARNER (0.4); REQUEST FOR SETOFF BY GENUINE PARTS (0.2); REVIEW VARIOUS SETTLEMENT AGREEMENTS RE SAME (0.5); DRAFT ACKNOWLEDGMENT LETTERS RE SAME (0.5).
TOUSSI S	12/02/05	4.90	EDIT AND REVISE SUPPLIER SETOFF CHART, ADD ADDITIONAL SETOFF CLAIMS AND STATUS (1.2); ADDRESS ISSUES RE ACKNOWLEDGMENT LETTERS RE NEW SETOFF CLAIMANTS AND REQUEST FOR ADDITIONAL DOCUMENTATION (0.9); FOLLOW-UP ISSUES RE GENUINE PARTS, RESEARCH CASES RE SAME (0.8); ADDRESS SUPPLIER SETOFF ISSUES WITH SUMCO, SPECMO AND GRANT PRODUCTS (1.0), VARIOUS CORRESPONDENCE AND CONFERENCE CALLS RE SAME (1.0).
TOUSSI S	12/03/05	2.40	PREPARE VARIOUS LETTERS TO SUPPLIERS WITHHOLDING PAYMENT TO DEBTORS (1.2); ADDRESS SUPPLIER CORRESPONDENCE RE SETOFF (0.5); EDIT AND REVISE CHART OF SUPPLIERS SEEKING SETOFF (0.7).
TOUSSI S	12/04/05	5.30	ADDRESS AND RESOLVE ISSUES RE SUPPLIER CHART (0.9); EDIT AND REVISE VARIOUS DRAFT LETTERS TO SUPPLIERS RE SETOFF STATUS (0.8); REVIEW CORRESPONDENCE RE SETOFF CLAIMS AND RESPOND TO SAME (0.8); EDIT AND REVISE LETTER RESPONSE TO CUSTOMER SETOFF REQUEST (1.2), RESEARCH ISSUES RE SAME (0.5); PREPARE RESPONSE TO BW RE SETOFF REQUEST AND WARRANTY CLAIMS (0.6); ADDRESS ISSUES RE CORRESPONDENCE TO SETOFF CUSTOMERS (0.5).
TOUSSI S	12/05/05	4.40	VARIOUS CONFERENCE CALLS WITH SUPPLIERS SEEKING SETOFF (1.5); PREPARE CORRESPONDENCE AND EMAILS RE SAME (0.7); UPDATE SETOFF STATUS CHART (0.5); PREPARE ACKNOWLEDGMENT LETTERS FOR NEW SETOFF REQUESTS (0.6); ADDRESS MUTUALITY ISSUES RE GENUITY (0.4); RESEARCH VARIOUS SETOFF ISSUES IN CONNECTION WITH SETOFF CLAIMS (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	12/06/05	5.70	ADDRESS SETOFF CLAIMS OF MEANS, SPECMO AND TRICON (1.1); PREPARE RESPONSE LETTER TO GENUITY ADDRESSING MUTUALITY ISSUES WITH SETOFF REQUEST, RESEARCH ISSUES RE SAME (1.7); ADDRESS NEW SETOFF CLAIMS AND DEMANDS BY VARIOUS SUPPLIERS (1.0); PREPARE LETTERS TO VARIOUS SUPPLIERS SEEKING RELEASES AND WAIVER OF PREFERENCE ACTIONS IN CONNECTION WITH MAKING PAYMENTS TO DEBTORS (1.2); VARIOUS TELECONFERENCE WITH CLIENT RE STATUS OF SUPPLIER SETOFF CLAIMS (0.7).
TOUSSI S	12/07/05	10.30	ADDRESS SETOFF CLAIMS OF SUMCO, DECATUR, HANDY HARMAN, LEAR; ADDRESS NEW SETOFF CLAIMS AND DEMANDS BY VARIOUS SUPPLIERS (2.0); PREPARE LETTERS TO VARIOUS SUPPLIERS SEEKING RELEASES AND WAIVER OF PREFERENCE ACTIONS IN CONNECTION WITH MAKING PAYMENTS TO DEBTORS (1.2); VARIOUS TELECONFERENCE WITH CLIENT RE STATUS OF SUPPLIER SETOFF CLAIMS (0.7); ADDRESS ISSUES RE SETOFF WITH PENTASTAR, REVIEW CORRESPONDENCE RE SAME (0.5); ADDRESS DUE DILIGENCE ISSUES RE AUSTRIAN SUB CONSOLIDATION MOTION BY COMMITTEE AND PBGC (1.5); VARIOUS TELECONFERENCE RE SAME (0.4); ADDRESS CUSTOMER ISSUES RELATED TO SETOFF AND WITHHOLDING OF FUNDS (1.6); VARIOUS CORRESPONDENCE WITH SETOFF CUSTOMERS TO RESOLVE SETOFF CLAIMS (0.9); UPDATE SETOFF STATUS CHART (0.7); VARIOUS TELECONFERENCES WITH CLIENT TO DISCUSS STATUS OF RECONCILIATIONS (0.8).
TOUSSI S	12/08/05	6.60	ADDRESS SETOFF CLAIMS OF PBM, MEANS AND DBM, PROVIDE RECONCILIATION SUMMARIES TO SAME (2.0); FOLLOW-UP ISSUES WITH COUNSEL TO DISCUSS SAME (0.5); ADDRESS NEW SETOFF CLAIMS AND DEMANDS BY VARIOUS SUPPLIERS (0.4); VARIOUS TELECONFERENCES WITH CLIENT RE STATUS OF SUPPLIER SETOFF CLAIMS (0.8); ADDRESS INTERNATIONAL SETOFF ISSUES WITH INDIA AND BRAZIL (1.2); ADDRESS SETOFF CLAIMS WITH VARIOUS SUPPLIERS (0.7); DISCUSS SAME WITH CLIENT AND POSSIBLE SETTLEMENTS/RESOLUTIONS OF SAME (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	12/09/05	6.60	ADDRESS SUPPLIER ISSUES UNDER ESSENTIAL SUPPLIER ORDER AND ORDER TO SHOW CAUSE MOTIONS (2.1); ADDRESS SPECMO SETOFF MOTION AND DELPHI'S RECONCILIATION RESULTS, ADDRESS SAME WITH SPECMO'S COUNSEL (0.8); REVIEW CLIENT SUMMARY CHART OF SETOFF CLAIMANTS (0.5); UPDATE SKADDEN SETOFF CHART TO REFLECT CLIENT'S FIGURES (0.5); ADDRESS CUSTOMER SETOFF ISSUES (0.6); FOLLOW-UP CORRESPONDENCE WITH COUNSEL TO RECONCILE SETOFF AMOUNTS (0.4); VARIOUS TELECONFERENCE WITH COMPANY TO DISCUSS STATUS OF RECONCILIATIONS (0.4); RESEARCH ISSUES RELATED TO CONTINGENT CLAIMS AND SETOFF OF GOODS HELD BY CUSTOMER (0.5), PREPARE MEMO RE SAME (0.8).
TOUSSI S	12/12/05	3.60	ADDRESS VARIOUS SUPPLIER SETOFF ISSUES (0.5); FOLLOW-UP WITH VARIOUS SUPPLIERS TO DISCUSS STATUS OF SETOFF CLAIM (1.6); PREPARE ACKNOWLEDGEMENT LETTERS FOR VARIOUS SUPPLIERS (1.0); UPDATE SETOFF STATUS CHART (0.5).
TOUSSI S	12/13/05	6.70	RESEARCH ISSUES RE HOW LONG SUPPLIER CAN MAINTAIN TEMPORARY FREEZE (0.7); PREPARE MEMO FOR CLIENT RE SAME (0.7); VARIOUS PHONE CONVERSATIONS WITH COUNSEL FOR VARIOUS SUPPLIERS RE SETOFF DEMANDS AND RECONCILIATION OF SAME (2.3); PREPARE LETTERS TO VARIOUS SETOFF PARTIES ACKNOWLEDGING RESEARCH ISSUES RE OVERPAYMENTS AND DEBTOR'S RIGHT OF SETOFF, PREPARE SETOFF LETTER RE SAME (1.1); UPDATE SETOFF STATUS CHART FOR VARIOUS SUPPLIERS (1.0); ADDRESS MORGAN RECOUPMENT CLAIM (0.4), RESEARCH ISSUES RE SAME (0.5).
TOUSSI S	12/14/05	6.60	ADDRESS SUPPLIER SETOFF QUESTIONS FROM THE COMPANY (0.6); VARIOUS TELECONFERENCES WITH COUNSEL FOR VARIOUS SUPPLIERS RE SETOFF DEMANDS AND RECONCILIATION OF SAME (2.5); VARIOUS DISCUSSIONS WITH B. TURNER AND FTI RE SAME (0.5); RESEARCH ISSUES RE OVERPAYMENTS AND DEBTOR'S RIGHT OF SETOFF, PREPARE SETOFF LETTER RE SAME (1.1); UPDATE SETOFF STATUS CHART FOR VARIOUS SUPPLIERS (1.0); ADDRESS MORGAN RECOUPMENT CLAIM (0.4), RESEARCH ISSUES RE SAME (0.5).

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TOUSSI S	12/15/05	4.90	PREPARE FOR MEETING TO DISCUSS CUSTOMER SETOFF ISSUES (1.2); MEETING WITH COMPANY TO DISCUSS ALL OUTSTANDING SETOFF ISSUES (1.5); FOLLOW-UP TELECONFERENCES WITH VARIOUS CUSTOMERS TO DISCUSS STATUS OF SETOFF CLAIMS, VARIOUS EMAIL CORRESPONDENCE RE SAME (2.2).
TOUSSI S	12/16/05	5.80	ADDRESS SUPPLIER SETOFF ISSUES RE ADVANCED CERAMICS, ENTEK AND FURAKAWA'S SETOFF MOTION (1.1); ADDRESS SUPPLIER SETOFF DEMANDS AND OUTSTANDING ISSUES WITH MERCEDES, DECATUR, MEANS, DBM AND SPECMO (1.6); VARIOUS CORRESPONDENCE WITH CLIENT RE SAME (0.5); UPDATE SUPPLIER SETOFF CHART WITH LATEST NEGOTIATIONS (0.9); ADDRESS SUPPLIER SETOFF/PRODUCT DISCOUNT ISSUES WITH ITW (0.8), RESEARCH ISSUES RE APPLICATION OF POSTPETITION DISCOUNTS/REBATES TO PREPETITION AMOUNTS OWED (0.7), FOLLOW-UP ISSUES RE SAME (0.2).
TOUSSI S	12/19/05	2.20	ADDRESS SUPPLIER SETOFF ISSUES, CORRESPONDENCE RE SAME (0.8); ADDRESS ISSUES RE SUPPLIER AND CUSTOMER SETOFF (1.0); ADDRESS ISSUES RE ENTERGY MOTION (0.4).
TOUSSI S	12/20/05	2.80	TELECONFERENCE WITH TOGUT SEGAL RE VARIOUS SETOFF CLAIMANTS SCHEDULED FOR HEARING ON 1/5/06 (0.9); TELECONFERENCE WITH CLIENT AND CO-COUNSEL RE STATUS OF SETOFF CLAIMS BY SUPPLIERS (0.8); REVIEW CORRESPONDENCE RE SETOFF BY SUPPLIERS/CUSTOMERS/UTILITIES SCHEDULED FOR 1/5/06 HEARING (1.1).
TOUSSI S	12/21/05	2.60	ADDRESS AND RESOLVE VARIOUS SUPPLIER SETOFF ISSUES RELATED TO ADVANCED CERAMICS (0.3); FOLLOW UP ISSUES WITH MEANS RE SETOFF AND OVERPAYMENTS, CONFERENCE CALL RE SAME (0.3); ADDRESS SETOFF ISSUES WITH FURAKAWA, HERAEUS, AND DECATUR (0.8); REVIEW UPDATED SETOFF CHART, CORRESPOND WITH CLIENT RE STATUS OF VARIOUS SETOFF CLAIMS (1.2).
TOUSSI S	12/22/05	3.00	VARIOUS TELECONFERENCES WITH TOGUT AND SUPPLIERS WHO HAVE SOUGHT TO LIFT THE AUTOMATIC STAY TO EXERCISE SETOFF (1.5); FOLLOW UP ISSUES RE SAME (0.5); REVIEW UPDATED SETOFF STATUS CHART, EDIT AND REVISE SAME (0.5); ADDRESS SETOFF ISSUES WITH MERCEDES AND DAIMLER (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	12/27/05	2.00	ADDRESS NEW SETOFF DEMANDS FILED BY VARIOUS SUPPLIERS (0.8); UPDATE SETOFF CHART TO REFLECT SAME (0.5); VARIOUS CONFERENCE CALLS TO DISCUSS STATUS OF VARIOUS SETOFF CLAIMS (0.7).
TOUSSI S	12/28/05	1.70	ADDRESS SUPPLIER SETOFF ISSUES WITH DECATUR, CONFERENCE CALL RE SAME (0.5); DISCUSS WITH TOGUT VARIOUS SETOFF MATTERS (0.5); UPDATE SETOFF CHART TO REFLECT RECENT NEGOTIATIONS (0.3); REVIEW DRAFT OBJECTION TO ENTERGY MOTION TO SETOFF (0.4).
TOUSSI S	12/29/05	2.20	VARIOUS TELECONFERENCES WITH SETOFF CLAIMANTS IN CONNECTION WITH SECURING ADJOURNMENT OR RECONCILING SETOFF CLAIM (1.5); FOLLOW UP CORRESPONDENCE WITH CERTAIN PARTIES (0.7).
TOUSSI S	12/30/05	1.40	ADDRESS VARIOUS SUPPLIER SETOFF ISSUES (0.8); INCORPORATE NEW SETOFF REQUESTS INTO SETOFF CHART AND UPDATE SAME (0.6).
		<b>96.80</b>	
ZALTZMAN H*	12/01/05	2.10	DRAFTED ACKNOWLEDGEMENT LETTERS FOR CERTAIN SETOFF CLAIMANTS (0.9); UPDATED SETOFF CHART (1.2).
ZALTZMAN H*	12/02/05	3.40	DRAFTED REJECTION LETTER RE WAIVER OF RIGHTS REQUEST FROM SEVERAL SETOFF CLAIMANTS (0.6); RESEARCH CASE LAW RE DEBTORS' ABILITY TO FULFILL WAIVER REQUEST (0.9); UPDATE SETOFF CHART (1.9).
ZALTZMAN H*	12/05/05	2.80	UPDATE SETOFF CHART WITH NEW ENTRIES (2.8).
ZALTZMAN H*	12/06/05	2.20	PREPARE UPDATE OF SETOFF CHART (2.2).
ZALTZMAN H*	12/12/05	1.30	DRAFT SETOFF ACKNOWLEDGMENT LETTER (0.4); UPDATE SETOFF CHART (0.9).
ZALTZMAN H*	12/13/05	1.00	INPUT NEW ENTRIES INTO SETOFF CHART (1.0).
ZALTZMAN H*	12/14/05	3.60	INPUT NEW ENTRY INTO CHART (0.4); RESEARCH RE ASSIGNMENT/NOTATION ISSUES IN THE ECLIPSE SETTLEMENT NEGOTIATIONS (3.2).
ZALTZMAN H*	12/15/05	1.20	ANALYZE THREE SETOFF CLAIMS (1.2).
ZALTZMAN H*	12/19/05	1.10	DISCUSS LIEN ISSUE RE HADLEY & ALRICH WITH M. HALL AT DELPHI (.6); UPDATE SETOFF CHART (0.5).
ZALTZMAN H*	12/20/05	0.40	REVIEW SETOFF REQUEST (0.4).

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ZALTZMAN H*	12/21/05	1.40	UPDATE SETOFF CHART (0.4); REVIEW LIEN CLAIMANTS ORDER IN PREPARATION FOR DRAFTING SETTLEMENT WITH ECLIPSE TOOL FOR ASSIGNMENT OF ECLIPSE'S RIGHTS AGAINST MTI TO DELPHI (1.0).
ZALTZMAN H*	12/22/05	1.20	INCORPORATE SETOFF CLAIMS INTO SETOFF CHART (1.2).
		<b>21.70</b>	
ZIEGLER VE	12/19/05	0.90	WORK ON LIEN ISSUES RE YODER INDUSTRIES (0.9).
ZIEGLER VE	12/21/05	3.00	WORK ON ECLIPSE MOTION TO SET OFF LIEN AMOUNTS (2.1) EMAIL CORRESPONDENCE WITH K. CRAFT RE SAME (0.5); EMAIL CORRESPONDENCE WITH S. TOUSSI RE SAME AND SETOFF (0.4).
ZIEGLER VE	12/27/05	5.60	WORK ON ECLIPSE'S LIEN REQUEST (1.2): VARIOUS TELECONFERENCES AND EMAIL CORRESPONDENCE WITH R. BOLHOUSE RE SAME (1.2); WORK ON SETTLEMENT AGREEMENT (3.2).
		<b>9.50</b>	
<b>Total Associate/Law Clerk</b>		<b>146.40</b>	
SALAZAR AG	12/09/05	1.70	CREATE CHART OF LIEN CLAIMS RECEIVED (1.7).
SALAZAR AG	12/14/05	3.10	COLLECT AND ORGANIZE LIENS, ENTER ALL INFORMATION IN CHART (3.1).
SALAZAR AG	12/15/05	0.80	REVIEW LIEN LETTERS AND INCORPORATE INFORMATION TO CHART (0.8).
SALAZAR AG	12/19/05	0.30	COLLECT LIENS AND UPDATE CHART (0.3).
SALAZAR AG	12/21/05	0.10	COLLECT LIEN NOTICES RECEIVED (0.1).
SALAZAR AG	12/30/05	0.90	REVIEW LIENS RECEIVED AND UPDATE CHART (0.9).
		<b>6.90</b>	
<b>Total Legal Assistant</b>		<b>6.90</b>	
<b>TOTAL TIME</b>		<b><u>158.50</u></b>	

\* Law clerks are law school graduates who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Secured Claims**

**Bill Date: 01/31/06  
Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	12/09/05	Copy Center, D	2.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$2.00</b>
Telephone Expense	12/29/05	Telecommunications, D	0.34
Telephone Expense	12/29/05	Telecommunications, D	0.15
Telephone Expense	12/29/05	Telecommunications, D	0.03
Telephone Expense	12/29/05	Telecommunications, D	2.07
Telephone Expense	12/29/05	Telecommunications, D	0.26
Telephone Expense	12/29/05	Telecommunications, D	1.15
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$4.00</b>
Reproduction - color	12/09/05	Copy Center, D	1.00
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$1.00</b>
		<b>TOTAL MATTER</b>	<b>\$7.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Secured Claims**

**Bill Date: 02/28/06  
Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	01/03/06	0.70	CORRESPONDENCE RE SET-OFF (0.2); WORKING ON SET-OFF RESOLUTION PROCESS (0.5).
MATZ TJ	01/06/06	0.70	WORK ON SUPPLIER SET-OFF REQUEST RECONCILIATIONS AND RESPONSES (0.7).
MATZ TJ	01/09/06	0.70	FURTHER REVIEWING AND REVISING OF SET-OFF CLAIMS (0.3); FOLLOW UP WORK RE SAME (0.4).
MATZ TJ	01/10/06	1.00	REVIEW AND COMMENT ON CORRESPONDENCE RE SET-OFF AND CLAIMS ACQUISITION (0.3); FOLLOW UP WORK RE SET-OFF CLAIMS FILED BY DENSO AND ATF (0.3); FURTHER WORK ON OUTSTANDING SET-OFF RESOLUTION (0.4).
MATZ TJ	01/11/06	0.30	TELECONFERENCE WITH R. MALTIC RE SET- OFF AND FOLLOW UP WORK RE SAME (0.3).
MATZ TJ	01/17/06	0.50	WORK ON DOTT INDUSTRIES LIEN CLAIM; POTENTIAL ADVERSARY COMPLAINT (0.5).
MATZ TJ	01/18/06	1.20	WORK ON SUPPLIER SET-OFF REQUEST (1.0); TELECONFERENCES WITH CHAMBERS RE SUBMISSION OF SAME (0.2).
MATZ TJ	01/20/06	0.20	CONTINUING WORK ON OUTSTANDING LIEN REQUESTS (0.2).
MATZ TJ	01/23/06	0.60	CONTINUING WORK RE RESOLUTION OF LIEN CLAIMS (0.4); CORRESPONDENCE WITH R. TRUST RE SAME (0.2).
MATZ TJ	01/24/06	0.40	WORK ON VARIOUS TOOLING LIEN CLAIMS AND RESPONSES (0.4).
MATZ TJ	01/31/06	0.70	REVIEW AND REVISE SETOFF TEMPLATE OF SETTLEMENT AGREEMENT, STIPULATION AND ORDER (0.7).
		7.00	
<b>Total Counsel</b>		7.00	
DE ELIZALDE D	01/03/06	2.80	REVIEWED AND REVISED AGREEMENT WITH ECLIPSE TOOLS (2.8).
DE ELIZALDE D	01/05/06	2.80	REVIEWED AND REVISED AGREEMENT WITH ECLIPSE TOOLS (2.8).
DE ELIZALDE D	01/06/06	5.30	ANALYSIS OF CLAIM OF YODER INDUSTRIES (0.6); REVIEWED AND REVISED CHART INCLUDING INFORMATION OF ALL LIEN CLAIMANTS (2.9); REVIEWED AND REVISED AGREEMENT WITH ECLIPSE (1.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	01/09/06	4.70	ANALYSIS OF ISSUE RE OWNERSHIP OF A TOOL USED IN THE PROCESS OF MANUFACTURING PARTS FOR DELPHI (1.5) HANDLING LETTER RE CLAIM OF YODER INDUSTRIES (0.8); REVIEWED AND REVISED AGREEMENT WITH ECLIPSE TOOLS (1.6); ANSWERED QUESTIONS OF KAREN CRAFT RE AGREEMENT WITH ECLIPSE (0.8).
DE ELIZALDE D	01/10/06	1.40	EMAIL TO K. CRAFT RE AGREEMENT WITH ECLIPSE (0.5); SENT DRAFT AGREEMENT WITH ECLIPSE TO ECLIPSE'S ATTORNEY (0.9).
DE ELIZALDE D	01/11/06	0.70	REVIEWED AND REVISED DRAFT AGREEMENT BETWEEN DELPHI AND ECLIPSE TOOL & DIE (0.3); TELECONFERENCE WITH YOUSEF ELISSA AT DELPHI RE STEPS TO FINALIZE AGREEMENT WITH ECLIPSE (0.4).
DE ELIZALDE D	01/12/06	0.80	UPDATED MECHANICS LIENS CHART (0.8).
DE ELIZALDE D	01/13/06	1.80	ANALYSIS OF CHART RE STATUS OF LIEN CLAIMANTS (1.5); EMAIL TO Y. ELISSA AND K. CRAFT RE STATUS OF AGREEMENT WITH ECLIPSE (0.3).
DE ELIZALDE D	01/17/06	1.50	TELECONFERENCE AND EMAIL TO YOUSEF ELISSA RE FOUR COMPLAINTS FILED BY ALLEGED LIEN CLAIMANTS (1.5).
DE ELIZALDE D	01/20/06	1.40	TELECONFERENCE WITH YOUSEF ELISSA, EMAIL TO PLAINTIFFS AND ANALYSIS OF COMPLAINTS FILED BY DOTT INDUSTRIES, L&W ENGINEERING, OMEGA TOOL, AND LAKESIDE PLASTICS (1.4).
DE ELIZALDE D	01/23/06	2.50	ANALYSIS RE MASTER PRODUCTS CLAIM UNDER THE LIEN CLAIMANTS ORDER (0.4); DRAFTING LETTER TO MASTER PRODUCTS RE CLAIM UNDER LIEN CLAIMANTS ORDER (0.5); DRAFTING LETTER TO FLOW DRY TECHNOLOGY RE CLAIM UNDER LIEN CLAIMANTS ORDER (1.6).
DE ELIZALDE D	01/24/06	0.70	TELECONFERENCE WITH S. CROMWELL RE FOUR COMPLAINTS AGAINST DEBTORS AND JP MORGAN RE LIENS (0.3); ANALYSIS OF YODER INDUSTRIES CLAIM (0.4).
DE ELIZALDE D	01/26/06	2.50	RESEARCHED NEBRASKA LAW RE LIENS ON TOOLING, MOLDS OR PARTS (MOLEX CLAIM) (2.1); TELECONFERENCE WITH Y. ELISSA RE MOLEX CLAIM (0.4).
DE ELIZALDE D	01/31/06	0.50	ANALYSIS OF CLAIM OF ELDEC (0.2); REVIEWED RESPONSE TO FLOW DRY, A LIEN CLAIMANT (0.3).
		<b>29.40</b>	
MEISLER RE	01/06/06	0.70	CONFERENCE WITH D. ELIZALDE RE LIENS (0.3); REVIEW SAME (0.4).

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MEISLER RE	01/23/06	0.20	REVIEWED DOCUMENTS RE MECHANIC LIENS (0.2).
MEISLER RE	01/25/06	0.50	CONTINUED ATTENTION TO OUTSTANDING SETOFF DEMANDS (0.2); CONFERENCE WITH J. SHEEHAN, R. BAXTER AND N. BERGER RE SETOFF NEGOTIATIONS (0.3).
MEISLER RE	01/26/06	0.30	CONFERENCE WITH J. SHEEHAN, R. BAXTER AND N. BERGER RE SETOFF NEGOTIATIONS (0.3).
MEISLER RE	01/31/06	0.30	WORKED ON SETOFF MATTERS (0.3).
		2.00	
TOUSSI S	01/03/06	2.50	ANALYZE RECENT SUPPLIER SETOFF REQUESTS FROM VARIOUS PARTIES (1.0); NEGOTIATE SUPPLIER SETOFF REQUESTS FROM VARIOUS PARTIES, INCLUDING SPECMO, FLOFORM ENTEK, MORGAN CERAMICS (1.0); UPDATE SETOFF STATUS CHART (0.5).
TOUSSI S	01/04/06	2.60	ADDRESS CUSTOMER SETOFF ISSUES FOR VARIOUS PARTIES (0.5); NEGOTIATE OUTSTANDING ISSUES RE SAME (0.4); UPDATE SETOFF STATUS CHART RE STATUS OF RECONCILIATION (0.6); REVIEW CLIENT'S UPDATE ON VARIOUS SETOFF ISSUES AND ADDRESS ISSUES RE SAME (0.5); ADDRESS MUTUALITY ISSUES WITH GENUINE PARTS (0.6).
TOUSSI S	01/05/06	5.30	CORRESPONDENCE RE UPDATING CREDITORS' COMMITTEE RE STATUS OF VARIOUS SETOFF CLAIMS AND LITIGATION POSITION (1.2); FOLLOWUP ISSUES RE SPECME, INOGEN AND EVEREST BIOMEDICAL (0.5); ADDRESS SUPPLIER SETOFF ISSUES RE VARIOUS PARTIES (DECATUR, MEANS, DBM) (0.7); ADDRESS ISSUES RE TI AUTOMOTIVE STIPULATION AND NEGOTIATE SAME (0.8); FOLLOWUP ON SETOFF CORRESPONDENCE RE PBR, SPECMO AND INOGEN (0.6); ADDRESS ISSUES RE RECENT FILINGS BY VARIOUS SUPPLIERS/CUSTOMERS RE SETOFF (INOGEN, ENTEK, AND DECATUR), AND FOLLOWUP RE SAME (1.5).
TOUSSI S	01/10/06	4.50	ADDRESS AND RESOLVE RECENT SETOFF FILINGS BY SUPPLIERS (1.2); FOLLOWUP ISSUES RE VARIOUS SETOFF CLAIMANTS RE RESOLVING OUTSTANDING SETOFF MATTERS (1.1); UPDATED SETOFF STATUS CHART (0.7); ADDRESS SUPPLIER SETOFF MATTERS WITH CLIENT AND ADVISORS TO CREDITORS COMMITTEE (0.7); ADDRESS SETOFF ISSUES WITH CREDITORS' COMMITTEE ADVISORS (0.5); CORRESPONDENCE RE SAME (0.3).

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TOUSSI S	01/11/06	3.70	RESEARCH ISSUES RE APPLICATION OF REBATES TO SETOFF AMOUNTS AND WHETHER REBATES SHOULD BE APPLIED TO PRE VS. POST-PETITION AMOUNTS OWED (0.7); PREPARE EMAIL CORRESPONDENCE RE CONCLUSIONS (0.3); UPDATE SETOFF STATUS CHART TO INCLUDE STATUS OF RECENT FILINGS AND ONGOING NEGOTIATIONS (0.7); FOLLOWUP ON SETOFF MATTERS WITH VARIOUS SUPPLIERS (0.4); ADDRESS RECENT SETOFF FILINGS RE THERMO AND FURUKAWA (0.7); REVIEW BRIEF BY INTERMET RE LOSS CONTRACT MATTER (0.9).
TOUSSI S	01/12/06	3.60	PREPARE FOR CLIENT STATUS CALL RE OUTSTANDING SETOFF MATTERS (0.8); TELECONFERENCE RE SAME (0.8); FOLLOW UP CORRESPONDENCE WITH VARIOUS SETOFF SUPPLIERS RE SAME (0.8); RESEARCH ISSUES RE MORGAN ADVANCED CERAMICS RE RECOUPMENT CLAIM (0.8); FOLLOWUP CORRESPONDENCE WITH SUPPLIER RE STATUS OF RECONCILIATION (0.4).
TOUSSI S	01/17/06	3.50	FOLLOW UP DISCUSSIONS AND NEGOTIATIONS WITH MORGAN CERAMICS RE RECOUPMENT CLAIMS (0.8); ADDRESS OUTSTANDING SUPPLIER SETOFF ISSUES WITH FURUKAWA, ENTEK AND OTHER SETOFF CLAIMANTS (1.2); UPDATE SETOFF STATUS CHART BASED ON NEW SETOFF CLAIMS FILED THIS WEEK (1.0); REVIEW CORRESPONDENCE FROM TOGUT RE DISPUTED SETOFF MATTER (0.5).
TOUSSI S	01/18/06	6.30	PREPARE FOR CLIENT MEETING TO DISCUSS OUTSTANDING SETOFF MATTERS WITH SUPPLIERS (1.0); MEETING RE SAME (0.8); FOLLOW UP ISSUES WITH VARIOUS SETOFF CLAIMANTS TO RESOLVE SAME (1.2); REVIEW CORRESPONDENCE FROM FIDDLER AND TOGUT RE VARIOUS SETOFF MATTERS AND RESOLUTION OF SAME (0.4); UPDATE SETOFF STATUS CHART TO REFLECT RECENT NEGOTIATIONS (0.7); VARIOUS CORRESPONDENCE RE SETOFF MATTERS (0.3); REVIEW TRANSCRIPT FROM 1/13 HEARING (0.7); ADDRESS ISSUES RE CONTESTED MATTERS FOR 2/9 OMNIBUS HEARING RE VARIOUS CUSTOMER AND SUPPLIER SETOFF MATTERS (1.2).
TOUSSI S	01/19/06	2.60	ADDRESS OUTSTANDING SUPPLIER SETOFF MATTERS AND NEGOTIATE RESOLUTIONS OF SAME (0.6); UPDATE SETOFF STATUS CHART (0.3); REVIEW CORRESPONDENCE BY TOGUT RE STATUS OF CONTESTED MATTERS (0.5); ADDRESS OUTSTANDING SETOFF ISSUES WITH VARIOUS CUSTOMERS (1.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	01/20/06	1.30	ADDRESS VARIOUS SUPPLIER SETOFF AND RECOUPMENT MATTERS (0.9); FOLLOW UP ISSUES RE SAME (0.4).
TOUSSI S	01/23/06	2.10	TELECONFERENCE TO DISCUSS THE STATUS OF VARIOUS SETOFF MATTERS (0.8); UPDATE SETOFF CHART RE SAME (0.4); NEGOTIATE ISSUES RE MORGAN CERMICS AND OTHER OUTSTANDING SETOFF MATTERS (0.4); FOLLOW UP ISSUES RE SETOFF WITH VARIOUS CLAIMANTS (0.5).
TOUSSI S	01/24/06	4.90	PREPARE FOR TELECONFERENCE ON SETOFF (0.5); UPDATE SETOFF CHART, REVIEW CLIENT'S UPDATE ON SETOFF (0.4); TELECONFERENCE RE SETOFF STATUS FOR VARIOUS SUPPLIERS (0.7); NEGOTIATION SETOFF/RECOUPMENT ISSUES WITH VARIOUS SETOFF CLAIMS (0.8); REVIEW SETOFF CORRESPONDENCE AND ADDRESS VARIOUS ISSUES (1.0); ADDRESS ISSUES RE PRESENTATION FOR CREDITORS' COMMITTEE ON SETOFF, GM NEGOTIATIONS STATUS (1.5).
TOUSSI S	01/25/06	3.90	ADDRESS ISSUES RE FLEXTRONICS SETOFF DEMAND, INCLUDING REVIEWING THEIR SETTLEMENT PROPOSAL AND DRAFT LETTER (1.0); RESEARCH ISSUES RE FLEXTRONICS SETOFF DEMAND (0.7); CLIENT MEETING TO DISCUSS STATUS OF VARIOUS SETOFF CLAIMANTS (0.7); FOLLOWUP ISSUES WITH VARIOUS SETOFF SUPPLIERS RE SAME (0.5); UPDATE SETOFF CHART (0.3); REVIEW DRAFT OF SETOFF STIPULATION (0.3); MARKUP SAME FOR DISTRIBUTION (0.4).
TOUSSI S	01/26/06	2.60	ADDRESS VARIOUS CUSTOMER SETOFF MATTERS AND NEGOTIATE SAME (1.2); UPDATE SETOFF CHART FOR CUSTOMERS (0.3); ADDRESS ISSUES RE CUSTOMERS SETOFF (0.3); ADDRESS ISSUES RE CES ORDER ON ENTERING INTO NEW AGREEMENT AND PAYING CURE AMOUNTS FOR OLD AGREEMENT (0.4); TELECONFERENCE WITH CLIENT RE SAME (0.4).
TOUSSI S	01/27/06	3.70	ADDRESS SETOFF ISSUES WITH RESPECT TO VARIOUS SETOFF SUPPLIERS (0.8); VARIOUS CORRESPONDENCE RE SETOFF PROPOSALS WITH SUPPLIERS (1.0); RESEARCH ISSUES RELATED TO FLEXTRONICS SETOFF DEMAND (1.2); UPDATE AND CIRCULATE SETOFF CHART TO REFLECT NEW SETOFF CLAIMANTS AND STATUS OF EXISTING CLAIMANTS (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S 01/30/06 3.40 VARIOUS TELECONFERENCES WITH SUPPLIERS RE NEGOTIATING SETOFF ISSUES, INCLUDING TELECONFERENCE WITH MEANS AND FLEXTRONICS (1.5); REVIEW FLEXTRONICS GUARANTEE DOCUMENTS AND RESEARCH CASE LAW RE FLEXTRONICS SETOFF CLAIM (1.2); UPDATE SETOFF STATUS CHART AND DISCUSS VARIOUS MATTERS WITH CLIENT (0.7).

TOUSSI S 01/31/06 6.00 ADDRESS SUPPLIER SETOFF ISSUES FOR VARIOUS SETOFF CLIENTS (1.5); REVIEW CORRESPONDENCE RE SETOFF MATTERS AND RESPOND TO SAME (0.5); COMMENTS ON VARIOUS SETOFF MOTIONS AND REPLY BRIEFS (0.5); PROVIDE COMMENTS ON FORM OF STIPULATION FOR SETOFF AND RECOUPMENT (1.2); RESEARCH ISSUES RE RECOUPMENT AND REVIEW DIP ORDER RE POTENTIAL RECOUPMENT CLAIMS (0.6); DISCUSS STATUS OF VARIOUS SETOFF MATTERS WITH CLIENT (0.8); UPDATE SETOFF CHART (0.4); EDIT AND REVISE VARIOUS COURT FILINGS ON REPLIES TO SETOFF CLAIMANTS AND RELATED SETOFF MATTER (0.5).

**62.50**

ZALTZMAN H\* 01/03/06 6.20 REVIEW ALL SETOFF MATERIALS IN PREPARATION FOR INCLUSION OF APPROPRIATE SETOFF MATERIALS IN SETOFF BINDER FOR DELPHI (3.0); PUT TOGETHER BINDER (1.0); UPDATE SETOFF REQUEST CHART (2.2).

ZALTZMAN H\* 01/05/06 0.40 UPDATE DELPHI SETOFF CHART. (0.4).

ZALTZMAN H\* 01/09/06 0.40 REVIEW CONSTELLATION NEWENERGY'S SETOFF MOTION AND UPDATE SETOFF CHART ACCORDINGLY TO INDICATE THIS SETOFF CLAIM (0.4).

ZALTZMAN H\* 01/10/06 1.70 ADJUST SETOFF CHART TO INCORPORATE DENSO AND ATF SETOFF REQUESTS (0.5); REVIEW SETOFF CHART AND CONFORM TO SIMILAR CHARTS OF D. FIDLER (1.2).

ZALTZMAN H\* 01/12/06 0.20 REVIEW FOR HEALTH TECH SET OFF REQUEST AND UPDATE SET OFF CHART (0.2).

ZALTZMAN H\* 01/13/06 0.40 CONTINUE REVIEW OF FOR HEALTH SETOFF REQUEST AND UPDATE SETOFF CHART (0.4).

ZALTZMAN H\* 01/17/06 0.20 REVIEW EVEREST BIOMEDICAL SETOFF REQUEST AND UPDATE SETOFF CHART (0.2).

ZALTZMAN H\* 01/18/06 0.80 REVIEW DEKKO SETOFF REQUEST AND UPDATE SETOFF CHART (0.4); REVIEW INOGEN SETOFF REQUEST AND UPDATE SETOFF CHART (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	01/24/06	1.50	UPDATE SETOFF CHART WITH NEW INFORMATION FROM LEAR (0.1); REVIEW CARE CO. SETOFF CLAIM AND UPDATE CHART (0.2); REVIEW MICHIGAN ANTI-ASSIGNMENT STATUTES RE ASSIGNMENT OF K TO GM AND DRAFT EMAIL DESCRIBING FINDINGS (1.2).
ZALTZMAN H*	01/25/06	1.40	REVIEW A-1 SETOFF REQUEST AND UPDATE SETOFF CHART (1.4).
ZALTZMAN H*	01/27/06	0.20	REVIEW NEW MORGAN RECOMPONENT CLAIM AND UPDATE SETOFF CHART (0.2).
ZALTZMAN H*	01/30/06	0.20	REVIEW FLEXTRONICS SETOFF REQUEST AND UPDATE SETOFF CHART (0.2).
		13.60	
<b>Total Associate/Law Clerk</b>		107.50	
SALAZAR AG	01/09/06	0.40	REVIEW AND UPDATE LIENS CHART WITH NEW CORRESPONDENCE RECEIVED (0.4).
SALAZAR AG	01/17/06	4.70	REVIEW ALL LIEN CORRESPONDENCE RECEIVED, RECONCILE FILES AND UPDATE CHARTS (4.7).
SALAZAR AG	01/19/06	0.50	REVIEW LIENS RECEIVED AND UPDATE CHARTS AND FILED WITH REVISED INFORMATION (0.5).
SALAZAR AG	01/26/06	1.10	REVIEW LIEN CORRESPONDENCE AND UPDATE CHARTS WITH NEW INFORMATION RECEIVED (1.1).
SALAZAR AG	01/30/06	0.10	REVIEW NEW LIEN CORRESPONDENCE RECEIVED (0.1).
		6.80	
<b>Total Legal Assistant</b>		6.80	
<b>TOTAL TIME</b>		<b><u>121.30</u></b>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Secured Claims**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	01/27/06	Telecommunications, D	8.92
Telephone Expense	01/27/06	Telecommunications, D	10.60
Telephone Expense	01/27/06	Telecommunications, D	0.48
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$20.00</b>
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	19.00
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$19.00</b>
Wireless - Mobile/Cellular/Pager	12/09/05	Meisler RE	113.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$113.00</b>
		<b>TOTAL MATTER</b>	<b>\$152.00</b>

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John Wm. Butler, Jr. (JB 4711)  
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Debtors and Debtors-in-Possession

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International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-16  
REPORTS AND SCHEDULES  
380.1 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Reports and Schedules**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>NAME</b>	<b>DATE</b>	<b>HOURS</b>	<b>DESCRIPTION</b>
REESE RG	10/14/05	1.10	PARTICIPATE IN PLANNING MEETING RE SCHEDULES AND STATEMENTS (1.1).
REESE RG	10/25/05	0.60	ATTEND MEETING WITH T. BEHNKE AND OTHERS RE SCHEDULES AND STATEMENTS (0.6).
		1.70	
<b>Total Associate</b>		1.70	
<b>TOTAL TIME</b>		<u>1.70</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Reports and Schedules**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/11/05	Copy Center, D	1,030.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$1,030.00</b>
Westlaw	11/10/05	Reese RG	6.46
Westlaw	11/11/05	Reese RG	232.54
		<b>TOTAL WESTLAW</b>	<b>\$239.00</b>
Messengers/ Courier	11/10/05	Dist Serv/Mail/Page, D	69.67
Messengers/ Courier	11/10/05	Dist Serv/Mail/Page, D	69.67
Messengers/ Courier	11/10/05	Dist Serv/Mail/Page, D	69.66
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$209.00</b>
		<b>TOTAL MATTER</b>	<b>\$1,478.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Reports and Schedules**

**Bill Date: 01/31/06  
Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	12/01/05	0.20	REVIEW EMAIL FROM L. MARION RE INITIAL MOR FORMAT AND RELATED MATTERS (0.2).
BUTLER, JR. J	12/02/05	0.20	REVIEW INITIAL MOR FORMAT (0.2).
BUTLER, JR. J	12/05/05	0.20	CONTINUE TO REVIEW INITIAL MOR FORMAT AND FOLLOW-UP ON INITIAL DEBTOR INTERVIEW WITH UST RE SAME (0.2).
BUTLER, JR. J	12/17/05	0.30	REVIEW DRAFT OF MONTHLY OPERATING REPORT (0.3).
BUTLER, JR. J	12/18/05	0.80	SEVERAL EMAILS FROM/TO D. SHERBIN RE FORMAT OF MOR AND FILING OF MOR ON FORM 8-K (0.3); EMAILS TO DEPARTMENT RE SAME (0.2); RESEARCH RE SAME (0.3).
BUTLER, JR. J	12/19/05	0.20	SEVERAL EMAILS FROM/TO D. SHERBIN RE FORMAT OF MOR AND FILING OF MOR ON FORM 8-K (0.2).
BUTLER, JR. J	12/20/05	0.30	REVIEW FOURTH AND FIFTH DRAFTS OF FIRST MONTHLY OPERATING REPORT (0.3).
BUTLER, JR. J	12/21/05	0.40	REVIEW AND FINALIZE FIRST MONTHLY OPERATING REPORT (0.4).
BUTLER, JR. J	12/28/05	0.40	REVIEW FINAL DRAFT AND FIRST MONTHLY OPERATING REPORT (0.2); EMAILS TO/FROM M. LOEB AND L. MARION RE SAME (0.2).
		<b>3.00</b>	
MARAFIOTI KA	12/06/05	2.50	TELECONFERENCE WITH S. KIHN AND A. FRANKUM RE OPERATING REPORT FORM & CONTENT (1.7); WORK ON OPERATING REPORT DRAFT (0.8).
MARAFIOTI KA	12/12/05	2.80	CORRESPONDENCE RE OPERATING REPORT PROGRESS (0.2); PREPARE FOR TELECONFERENCE WITH U.S TRUSTEE RE SAME (0.2); TELECONFERENCES WITH FTI RE OPERATING REPORTS (0.2); TELECONFERENCE WITH S. KIHN, L. MARION & FTI RE SAME (0.4); TELECONFERENCE WITH A. LEONHARD RE SAME (0.4); FOLLOW UP TELECONFERENCE WITH KIHN, MARION, EISENBERG & FRANKUM (0.1); ADDITIONAL CORRESPONDENCE (0.2); CONFERENCE WITH J. SHEEHAN RE REPORTS (0.2); TELECONFERENCE WITH EISENBERG RE SAME (0.1); ADDITIONAL TELECONFERENCE WITH FTI (0.4); TELECONFERENCE WITH SHEEHAN & FTI (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	12/13/05	0.60	TELECONFERENCE FROM A. LEONHARD RE OPERATING REPORTS (0.1); TELECONFERENCE WITH R. EISENBERG RE SAME (0.3); TELECONFERENCES J. SHEEHAN RE SAME (0.1); CORRESPONDENCE FTI RE SAME (0.1).
MARAFIOTI KA	12/14/05	0.20	TELECONFERENCE RE L. MARION QUESTION ON OPERATING REPORTS AND CORRESPONDENCE TO FTI RE SAME (0.2).
MARAFIOTI KA	12/15/05	1.40	CORRESPONDENCE RE OPERATING REPORTS (0.1); TELECONFERENCE WITH S. KIHN, L. MARION, J. DELUCA, AND A. FRANKUM RE SAME (1.0); ADDITIONAL TELECONFERENCE WITH L. MARION AND FTI (0.3).
MARAFIOTI KA	12/16/05	0.20	TELECONFERENCE FROM R. EISENBERG RE OPERATING REPORTS AND CORRESPONDENCE RE SAME (0.2).
MARAFIOTI KA	12/19/05	0.50	CORRESPONDENCE RE OPERATING REPORTS (0.3); REVIEW DRAFT OPERATING REPORT (0.2).
MARAFIOTI KA	12/21/05	2.40	TELECONFERENCE WITH R. EISENBERG AND S. KING RE OPERATING REPORTS (0.2); CORRESPONDENCE L. MARION RE OPERATING REPORTS (0.1); REVIEWED DRAFT REPORT AND COMMUNICATED WITH S. KIHN AND L. MARION RE SAME (1.0); TELECONFERENCE WITH KIHN RE SAME (0.1); CONTINUED WORK ON OPERATING REPORT QUESTIONS (0.5); CONSIDER REG G ISSUES (0.2); TELECONFERENCE WITH J. SHEEHAN RE OPERATING REPORTS (0.3).
MARAFIOTI KA	12/22/05	0.30	CONSIDER OPERATING REPORT QUESTIONS (0.3).
MARAFIOTI KA	12/27/05	0.20	CORRESPONDENCE RE OPERATING REPORT (0.1); REVISE OPERATING REPORT (0.1).
MARAFIOTI KA	12/28/05	0.10	STUDY FURTHER REVISIONS TO OPERATING REPORT (0.1).
MARAFIOTI KA	12/30/05	0.50	WORK N FILING ISSUES IN CONNECTION WITH FIRST MONTHLY OPERATING REPORT (0.5).
		<b>11.70</b>	
<b>Total Partner</b>		<b>14.70</b>	
MATZ TJ	12/01/05	0.60	REVIEW AND REVISE OUTLINE FOR MONTHLY OPERATING REPORT FROM FTI (0.6).
MATZ TJ	12/06/05	2.40	REVIEWING DRAFT MONTHLY OPERATING REPORT, MEMO FROM FTI (0.7); TELECONFERENCE WITH A. FRANKUM, S. KIHN RE OPERATING REPORTS FORMAT AND CONTENT (1.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	12/09/05	0.50	TELECONFERENCES WITH FTI RE FIRST MONTHLY OPERATING REPORT (0.5).
MATZ TJ	12/12/05	3.90	CONTINUING WORK ON MONTHLY OPERATING REPORTS FOR OCTOBER AND NOVEMBER (0.9); REVIEW AND COMMENT ON DRAFT OF MONTHLY OPERATION REPORTS (0.8); TELECONFERENCES WITH U.S. TRUSTEE RE SAME (0.9); TELECONFERENCES WITH FTI RE SAME (0.9); FOLLOW UP WORK IN RESPECT THEREOF (0.4).
MATZ TJ	12/13/05	1.30	WORKING ON OCTOBER AND NOVEMBER MONTHLY OPERATING REPORTS (0.9); CORRESPONDENCE RE VARIOUS MATTER IN RESPECT THEREOF (0.4).
MATZ TJ	12/14/05	1.30	CORRESPONDENCE AND CONTINUING WORK ON OCTOBER AND NOVEMBER MONTHLY OPERATING REPORTS (0.7); REVIEW AND COMMENT ON FTI ON DRAFT (0.6).
MATZ TJ	12/15/05	1.60	TELECONFERENCE WITH FTI, S. KIHN, L. MARRIAN AND J. DELUCA RE MONTHLY OPERATING REPORTS (1.0); REVIEW AND COMMENT ON DRAFT MONTHLY OPERATING REPORT (0.3); FOLLOW UP CALL WITH R. EISENBERG RE SAME (0.3).
MATZ TJ	12/16/05	0.30	FURTHER COMMENTS ON DRAFT MONTHLY OPERATING REPORT TO FTI (0.3).
MATZ TJ	12/18/05	0.80	REVIEW AND REVISE MONTHLY OPERATING REPORT (0.8).
MATZ TJ	12/21/05	2.50	REVIEW AND REVISE OCT./NOV. MONTHLY OPERATING REPORT FOR A. FRANKUM, S. KIHN (0.5); FOLLOW UP WORK RE SAME (0.3); TELECONFERENCES RE COMMENTS WITH S. KIHN (0.3); TELECONFERENCES WITH A. FRANKUM RE SAME (0.2); FOLLOW UP RE SAME AND FINANCIAL REPORTING ISSUES (0.4); TELECONFERENCE WITH J. SHEEHAN RE MONTHLY OPERATING REPORT (0.3); FOLLOW UP CALL WITH S. KIHN (0.1); WORK ON SAME (0.4).
MATZ TJ	12/28/05	0.30	CORRESPONDENCE RE OCT/NOV. MONTHLY OPERATING REPORT (0.3).
MATZ TJ	12/30/05	2.00	WORK ON OCTOBER/NOVEMBER MONTHLY OPERATING REPORT AND FILING TO THE U.S. TRUSTEE (1.4); FINAL REVIEW AND FILING OF 8K (0.6).
		<b>17.50</b>	
<b>Total Counsel</b>		<b>17.50</b>	
GIBSON ML	12/21/05	2.10	CONDUCTED RESEARCH RE MORS AND REVIEWED SAME (2.1).
		<b>2.10</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	12/02/05	0.20	ADDRESS ISSUE RE DRAFTING OF SCHEDULES AND STATEMENTS (0.2).
HERRIOTT AV	12/05/05	2.90	BEGIN REVIEW OF SCHEDULES AND STATEMENTS (2.9).
HERRIOTT AV	12/06/05	2.30	REVIEW DRAFTS OF SCHEDULES AND STATEMENTS AND COMMENT ON DRAFTS IN PREPARATION FOR MEETINGS ON DEC. 7 (2.3).
HERRIOTT AV	12/07/05	2.90	ATTEND MEETING WITH T. BEHNKE, D. FIDLER AND OTHER DELPHI PERSONNEL TO BEGIN REVIEWING SCHEDULES ON AN ENTITY BY ENTITY BASIS (2.9).
HERRIOTT AV	12/08/05	6.20	PARTICIPATE IN SCHEDULES AND STATEMENTS MEETINGS WITH FTI, D. FIDLER AND OTHER COMPANY EMPLOYEES AND PROFESSIONALS TO REVIEW SCHEDULES FROM PRACTICE AREA PERSPECTIVE INCLUDING TAX, REAL ESTATE, LEGAL, FINANCE AND HUMAN RESOURCES (6.2).
HERRIOTT AV	12/09/05	3.30	PARTICIPATE IN SCHEDULES AND STATEMENTS REVIEW MEETINGS WITH FTI, D. FIDLER AND RELEVANT PERSONNEL FROM DELPHI DIESEL, ASEC ENTITIES, EXHAUST, AND ENVIRONMENTAL CATALYSTS (3.3).
HERRIOTT AV	12/12/05	1.50	CONFERENCE CALL RE SCHEDULES AND STATEMENTS OF MECHATRONICS (0.8); CONFERENCE CALL RE SCHEDULES AND STATEMENTS OF FURUKAWA (0.4); REVIEW SCHEDULES AND STATEMENTS (0.3).
HERRIOTT AV	12/13/05	0.40	ASSEMBLE COMMENTS TO SCHEDULES AND STATEMENTS FIRST DRAFT (0.4).
HERRIOTT AV	12/14/05	1.10	CONTINUE ASSEMBLING COMMENTS TO SCHEDULES AND STATEMENTS (1.1).
HERRIOTT AV	12/15/05	4.80	BEGIN ASSEMBLING COMMENTS TO SCHEDULES AND STATEMENTS (4.8).
HERRIOTT AV	12/16/05	3.60	CONTINUE COLLATING COMMENTS TO INITIAL DRAFT OF SCHEDULES AND STATEMENTS (3.6).
HERRIOTT AV	12/19/05	0.60	ANALYZE TREATMENT OF TAX AND OTHER CLAIMS FOR SCHEDULING PURPOSES (0.6).
HERRIOTT AV	12/20/05	0.10	ANSWER QUESTION RE COMMENTS TO DRAFT OF SCHEDULES AND STATEMENTS (0.1).
		<b>29.90</b>	
HUR J	12/19/05	2.60	RESEARCH AND REPORT FINDINGS ON FILING OF MONTHLY OPERATING REPORTS (2.6).
		<b>2.60</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	12/01/05	0.70	ATTENTION TO MEETINGS RE SCHEDULES AND STATEMENTS (0.5); DISCUSSION WITH R. BAXTER RE SAME (0.2).
REESE RG	12/05/05	2.90	REVIEW OF DRAFT SCHEDULES AND STATEMENTS (2.9).
REESE RG	12/06/05	3.30	REVIEW OF DRAFT SCHEDULES AND STATEMENTS (3.3).
REESE RG	12/07/05	6.30	PARTICIPATE IN MEETINGS RE DRAFT SCHEDULES AND STATEMENTS (6.3).
REESE RG	12/08/05	7.60	PARTICIPATE IN MEETINGS RE DRAFT SCHEDULES AND STATEMENTS (7.6).
REESE RG	12/09/05	4.80	PARTICIPATE IN MEETINGS RE DRAFT SCHEDULES AND STATEMENTS (4.8).
REESE RG	12/12/05	4.90	PARTICIPATE IN MEETINGS RE DRAFT SCHEDULES AND STATEMENTS (4.9).
REESE RG	12/13/05	4.30	MEETINGS WITH A. FRANKUM, T. BEHNKE, J. WADA AND D. FIDLER RE OPEN SCHEDULES AND STATEMENTS ISSUES (4.3).
REESE RG	12/14/05	3.80	ATTENTION TO ISSUES RE REVISIONS TO SCHEDULES AND STATEMENTS (2.7); CONVERSATIONS WITH COMPANY AND FTI AND ATTENTION TO ISSUES RE MONTHLY OPERATING REPORT (1.1).
REESE RG	12/15/05	2.00	REVIEW AND RESPOND TO ISSUES RE SCHEDULES AND STATEMENTS (2.0).
REESE RG	12/17/05	0.70	REVIEW AND COMMUNICATE COMMENTS TO DRAFT SCHEDULES AND STATEMENTS TO FTI (0.7).
REESE RG	12/20/05	0.90	REVIEW ISSUES RE DRAFT SCHEDULES AND STATEMENTS (0.6); CORRESPONDENCE RE SAME (0.3).
REESE RG	12/21/05	0.60	REVIEW ISSUES RAISED RE SCHEDULES AND STATEMENTS (0.6).
REESE RG	12/22/05	0.40	REVIEW ISSUES RE SCHEDULES AND STATEMENTS (0.2); DISCUSSION WITH CLIENT RE SAME (0.2).
		<b>43.20</b>	
<b>Total Associate</b>		<b>77.80</b>	
ZSOLDOS AF	12/30/05	1.20	ELECTRONICALLY FILE MONTHLY OPERATING REPORT AND COORDINATE SERVICE (1.2).
		<b>1.20</b>	
<b>Total Legal Assistant</b>		<b>1.20</b>	
<b>TOTAL TIME</b>		<b><u>111.20</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Reports and Schedules**

**Bill Date: 01/31/06  
Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	12/06/05	Copy Center, D	7.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$7.00</b>
Telephone Expense	12/29/05	Telecommunications, D	2.87
Telephone Expense	12/29/05	Telecommunications, D	0.44
Telephone Expense	12/29/05	Telecommunications, D	1.69
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$5.00</b>
Out-of-Town Travel	12/09/05	Reese RG	886.23
Out-of-Town Travel	12/09/05	Reese RG	114.04
Out-of-Town Travel	12/09/05	Reese RG	311.48
Out-of-Town Travel	12/09/05	Reese RG	20.25
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$1,332.00</b>
Messengers/ Courier	12/05/05	Dist Serv/Mail/Page, D	16.54
Messengers/ Courier	12/05/05	Dist Serv/Mail/Page, D	99.73
Messengers/ Courier	12/05/05	Dist Serv/Mail/Page, D	99.73
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$216.00</b>
Out-of-Town Meals	12/05/05	Reese RG	5.00
Out-of-Town Meals	12/05/05	Reese RG	2.82
Out-of-Town Meals	12/05/05	Reese RG	28.14
Out-of-Town Meals	12/06/05	Reese RG	73.68
Out-of-Town Meals	12/06/05	Reese RG	5.95
Out-of-Town Meals	12/06/05	Reese RG	3.77
Out-of-Town Meals	12/07/05	Reese RG	7.50
Out-of-Town Meals	12/07/05	Reese RG	14.62
Out-of-Town Meals	12/08/05	Herriott AV	12.02
Out-of-Town Meals	12/08/05	Herriott AV	7.89

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	12/08/05	Reese RG	10.36
Out-of-Town Meals	12/08/05	Reese RG	7.80
Out-of-Town Meals	12/08/05	Reese RG	57.54
Out-of-Town Meals	12/09/05	Reese RG	3.93
Out-of-Town Meals	12/09/05	Reese RG	21.60
Out-of-Town Meals	12/09/05	Reese RG	30.85
Out-of-Town Meals	12/09/05	Reese RG	3.53
<b>TOTAL OUT-OF-TOWN MEALS</b>			<b>\$297.00</b>
<b>TOTAL MATTER</b>			<b>\$1,857.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Reports and Schedules**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	01/03/06	0.80	REVIEW AND EVALUATE SCHEDULES ISSUES INCLUDING LISTING OF LABOR AGREEMENTS (0.8).
BUTLER, JR. J	01/10/06	3.90	PREPARE FOR (0.2) AND ATTEND (3.7) MEETING AT COMPANY IN TROY WITH J. SHEEHAN, S. CORCORAN AND SOAL/SOFA WORKING GROUP RE STATEMENTS AND SCHEDULES.
BUTLER, JR. J	01/12/06	0.60	PREPARE FOR (0.2) AND ATTEND (0.4) MEETING AT COMPANY IN TROY WITH S. KING, D. SHERBIN, B. SAX AND OTHERS RE STATEMENTS AND SCHEDULES.
BUTLER, JR. J	01/15/06	1.40	BEGIN TO REVIEW GLOBAL NOTES (0.6); PREPARE FOR JANUARY 17TH WORKING GROUP MEETING IN TROY RE SOALS AND SOFAS MATTERS (0.8).
BUTLER, JR. J	01/16/06	1.40	CONTINUE TO REVIEW GLOBAL NOTES (0.4); CONTINUE TO PREPARE FOR JANUARY 17TH WORKING GROUP MEETING IN TROY RE SOALS AND SOFAS MATTERS (0.3); EMAILS FROM AND TELECONFERENCE WITH S. KING AND J. SHEEHAN RE TIME SENSITIVE SOALS AND SOFAS MATTERS (0.7).
BUTLER, JR. J	01/17/06	2.10	PREPARE FOR (0.3) AND REVIEW (0.6) SOALS AND SOFAS MATTERS WITH WORKING MEETING AT COMPANY IN TROY; REVIEW REVISED GLOBAL NOTES (1.2).
BUTLER, JR. J	01/19/06	1.20	REVIEW AND REVISE GLOBAL NOTES (0.6); TELECONFERENCE WITH S. KING AND A. FRANKUM (0.6) RE SOFAS AND SOALS.
BUTLER, JR. J	01/20/06	0.80	TELECONFERENCE WITH S. KING AND A. FRANKUM (0.3) AND TELECONFERENCE WITH J. SHEEHAN (0.2) RE FILING MATTERS; REVIEW SOFAS AND SOALS (0.3).
BUTLER, JR. J	01/28/06	0.30	REVIEW DRAFT OF MONTHLY OPERATING REPORT FOR DECEMBER, 2005 (0.3).
BUTLER, JR. J	01/29/06	0.30	REVIEW REVISED DRAFT OF DECEMBER 2005 MONTHLY OPERATING REPORT (0.3).
BUTLER, JR. J	01/30/06	1.60	ATTEND MEETING WITH R. EISENBERG AND S. KING IN TROY RE POTENTIAL CROSS-CHARGE AMENDMENT TO SOALS (1.3); REVIEW FINAL DRAFT OF DECEMBER 2005 MONTHLY OPERATING REPORT (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	01/31/06	2.20	PREPARE FOR (0.3) AND ATTEND (1.9) MEETING WITH J. SHEEHAN, D. FIDLER, R. EISENBERG AND S. KING AND OTHERS IN TROY RE POTENTIAL CROSS-CHARGE AMENDMENT TO SOALS.
		<b>16.60</b>	
LYONS JK	01/04/06	1.50	CONFERENCE WITH FTI RE SCHEDULES, TIMING AND OTHER ISSUES (1.5).
LYONS JK	01/06/06	1.50	CONFERENCE WITH FTI RE, AND REVIEW OF, GLOBAL NOTES AND OTHER SCHEDULES ISSUES (1.5).
LYONS JK	01/10/06	5.70	REVIEW OF VARIOUS MATTERS RE SCHEDULES (2.0); PARTICIPATION IN SENIOR SCHEDULES AND STATEMENTS MEETING AND DEVELOPING STRATEGIES AND NEXT STEPS RE THE SAME (3.7).
LYONS JK	01/11/06	4.00	REVIEW OF SCHEDULES AND STATEMENTS, REVISIONS TO THE SAME AND DEVELOPED STRATEGIES RE THE SAME (4.0).
LYONS JK	01/12/06	2.00	REVIEW OF SCHEDULES AND STATEMENTS (2.0).
LYONS JK	01/13/06	4.00	REVIEW OF SCHEDULES, STATEMENTS AND GLOBAL NOTES (4.0).
LYONS JK	01/14/06	2.50	REVIEW AND MARK UP OF GLOBAL NOTES (2.5).
LYONS JK	01/24/06	1.10	WORKED ON DISCLOSURE ISSUES RE SCHEDULES (1.1).
LYONS JK	01/25/06	1.00	DEVELOPED SCHEDULES, PROOF OF CLAIM STRATEGIES AND RECONCILIATIONS (1.0).
LYONS JK	01/26/06	1.40	REVIEW OF OPEN ACCOUNT PRESENTATION AND OTHER SCHEDULES MATTERS (1.4).
LYONS JK	01/27/06	3.40	CONFERENCE RE OPEN ACCOUNT ISSUES, AMENDMENTS/DISCLOSURES, AND PREPARATION FOR THE SAME (3.4).
LYONS JK	01/30/06	3.10	REVIEW OF SCHEDULES, AMENDMENT, OPEN ACCOUNT ISSUES, AND FORMS OF DISCLOSURES (3.1).
LYONS JK	01/31/06	3.20	CONFERENCE RE AMENDMENT TO SCHEDULES AND OPEN ACCOUNTS, FORM OF NOTICE, AND OTHER 341(A) PREPARATION (3.2).
		<b>34.40</b>	
<b>Total Partner</b>		<b>51.00</b>	
MATZ TJ	01/11/06	2.00	WORK ON MATTERS RE FINALIZING AND FILING STATEMENTS AND SCHEDULES (0.7); TELECONFERENCES WITH CLERKS OFFICE RE SAME (0.6); FOLLOW UP WORK AND CORRESPONDENCE RE SAME (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	01/12/06	0.80	TELECONFERENCES WITH T. BEHNKE RE SCHEDULES (0.2); FOLLOW UP AND CORRESPONDENCE RE STATEMENTS AND SCHEDULES (0.3); TELECONFERENCE WITH J. SOLBERT OF THE CLERK'S OFFICE RE SAME (0.3).
MATZ TJ	01/13/06	0.40	CONTINUING WORK ON REQUEST FOR ADEQUATE ASSURANCE AND CARRIER ISSUES AND POSSIBLE RESOLUTIONS THEREOF (0.2); FOLLOW UP WORK RE STATEMENTS AND SCHEDULES (0.2).
MATZ TJ	01/16/06	0.50	CORRESPONDENCE WITH FTI RE SCHEDULES AND STATEMENTS (0.2); FOLLOW UP WORK RE SAME (0.3).
MATZ TJ	01/17/06	1.30	TELECONFERENCE WITH CLERK'S OFFICE RE SCHEDULES AND STATEMENTS (0.2); FOLLOW UP WORK RE SAME (0.8); CORRESPONDENCE RE MATERIALS FOR FILING (0.3).
MATZ TJ	01/18/06	1.70	WORK ON FINALIZING STATEMENTS AND SCHEDULES (1.2); TELECONFERENCE WITH CLERK'S OFFICE RE SAME (0.2); CORRESPONDENCE WITH FTI RE FILING (0.3).
MATZ TJ	01/19/06	2.00	CORRESPONDENCE WITH S. KIHN RE MONTHLY OPERATING REPORTS, QUARTERLY FEES (0.2) FOLLOW UP WORK RE SAME (0.3); TELECONFERENCE TO U.S. TRUSTEE'S OFFICE RE SAME (0.1); TELECONFERENCES WITH FTI (BEHNKE AND KING) RE FINALIZATION OF SCHEDULES FOR FILING AND VARIOUS MATTERS IN RESPECT THEREOF (0.5); FOLLOW UP WORK AND PREPARATION IN RESPECT THEREOF (0.9).
MATZ TJ	01/20/06	6.50	3 TELECONFERENCES WITH FTI RE FINAL SCHEDULES (1.3); FINAL REVIEW OF ALL STATEMENTS AND SCHEDULES FOR FILING AT PRINTERS WITH FTI AND ATTENDING AT CLERK'S OFFICE RE SAME (3.6); 2 TELECONFERENCES WITH D. SHERBIN RE FILING (0.8); TELECONFERENCES WITH FTI RE SAME (0.8).
MATZ TJ	01/23/06	1.50	VARIOUS TELECONFERENCES WITH S. KIHN RE MONTHLY OPERATING REPORT AND FEE MATTERS (0.6); TELECONFERENCE WITH A. LEONARD & A. MATINEZ RE SAME (0.4); FOLLOW UP WORK AND CORRESPONDENCE RE SAME (0.5).
MATZ TJ	01/26/06	0.70	TELECONFERENCES RE SCHEDULES AND DISCLOSURE (0.4); FOLLOW UP WORK RE SAME (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	01/27/06	1.50	REVIEW AND COMMENT ON DECEMBER MONTHLY OPERATION REPORT (0.8); FOLLOW UP CORRESPONDENCE RE SAME (0.2); FURTHER REVIEW OF NOTES TO REPORT (0.3); FOLLOW-UP CORRESPONDENCE RE SAME (0.2).
MATZ TJ	01/30/06	1.50	REVIEW CORRESPONDENCE FROM PRECISION MOLD RE SCHEDULES (0.1); FOLLOW UP WORK RE SAME (0.1); REVIEW AND COMMENT ON DRAFTS OF DECEMBER MONTHLY OPERATING REPORT (0.7); FOLLOW UP TELECONFERENCE WITH S. KIHN RE SAME (0.4); CORRESPONDENCE WITH S. KIHN RE DECEMBER MONTHLY OPERATING MATERIAL (0.2).
MATZ TJ	01/31/06	0.70	CORRESPONDENCE WITH S. KIHN RE DECEMBER MONTHLY OPERATING REPORT AND SERVICE (0.2); FOLLOW UP WORK AND TELECONFERENCES WITH S. KIHN RE SAME (0.5).
		21.10	
<b>Total Counsel</b>		21.10	
HERRIOTT AV	01/03/06	0.70	ANALYZE COLLECTIVE BARGAINING AGREEMENTS FOR SCHEDULING PURPOSES (0.3); RESEARCH EMPLOYEE STATUS OF CLAIMANT FOR POTENTIAL SCHEDULING PURPOSES (0.4).
HERRIOTT AV	01/04/06	1.60	CONFERENCE WITH B. SAX RE EMPLOYEE CLAIMS (0.3); REVIEW SCHEDULING OF OPEB LIABILITIES AND BEGIN DRAFTING LANGUAGE TO ADDRESS THIS IN THE SCHEDULES AND STATEMENTS (0.6); REVIEW AND ANALYZE POTENTIAL EMPLOYEE CLAIM FOR SCHEDULING PURPOSES (0.7).
HERRIOTT AV	01/06/06	1.30	DRAFT EMPLOYEE RELATED SECTIONS OF THE GLOBAL NOTES (0.9); ANALYZE EMPLOYEE ISSUES FOR SCHEDULES AND STATEMENTS (0.4).
HERRIOTT AV	01/09/06	0.70	REVIEW AND REVISE DRAFTED LANGUAGE FOR GLOBAL NOTES (0.3); REVIEW REAL ESTATE SCHEDULE (0.2); REVIEW ADDITIONAL SCHEDULES (0.2).
HERRIOTT AV	01/10/06	5.90	REVIEW AND REVISE SCHEDULES AND STATEMENTS RE REAL ESTATE MATTERS (1.2), EMPLOYEE MATTERS (2.6), CUSTOMER MATTERS (0.4), GLOBAL NOTES (0.4) AND OTHER ISSUES (1.3).
HERRIOTT AV	01/11/06	7.60	CONFERENCE WITH B. SAX, D. FIDLER, D. PETTYES, T. BEHNKE, S. GALE, A. FRANKUM RE EMPLOYEE SCHEDULES AND STATEMENTS ISSUES (2.4); CONTINUE REVIEW OF SCHEDULES AND STATEMENTS DRAFTS INCLUDING GLOBAL NOTES (5.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	01/12/06	3.80	CONTINUE REVIEW AND COMMENTS OF SCHEDULES AND STATEMENTS DRAFTS (3.8).
HERRIOTT AV	01/13/06	5.50	CONTINUE REVIEW AND COMMENTS TO SECOND DRAFT OF SCHEDULES AND STATEMENTS (5.5).
HERRIOTT AV	01/14/06	6.70	CONTINUE REVIEWING AND PROVIDING COMMENTS TO SECOND DRAFT OF SCHEDULES AND STATEMENTS (6.7).
HERRIOTT AV	01/15/06	3.60	REVISE PRESENTATION RE SCHEDULES AND STATEMENTS (0.3); CONTINUE REVIEW OF SECOND DRAFT OF SCHEDULES AND STATEMENTS (3.3).
HERRIOTT AV	01/16/06	2.60	CONTINUE REVIEW AND COMMENTS ON SCHEDULES AND STATEMENTS AND FOLLOW UP ON OUTSTANDING ISSUES RELATING TO SAME (2.6).
HERRIOTT AV	01/17/06	6.50	CONFERENCES WITH B. SAX (0.2) AND C. MCWEE (0.2) RE OUTSTANDING EMPLOYEE ISSUES ON SCHEDULES AND STATEMENTS; CONTINUE RESEARCH AND EVALUATION OF SAME (4.2); ADDRESS ADDITIONAL OUTSTANDING SCHEDULES AND STATEMENTS ISSUES (1.5); CONFERENCE WITH T. BEHNKE AND A. FRANKUM RE SCHEDULES AND STATEMENTS PRESENTATION TO DELPHI MANAGEMENT (0.3); FOLLOW UP RE SAME (0.1).
HERRIOTT AV	01/18/06	9.90	REVIEW REVISED SCHEDULES INCLUDING EMPLOYEE-RELATED SCHEDULES (7.6); RESEARCH ANSWERS TO OUTSTANDING SCHEDULES AND STATEMENTS ISSUES (2.3).
HERRIOTT AV	01/19/06	7.30	CONDUCT FINAL REVIEW OF AND MAKE FINAL REVISIONS TO GLOBAL NOTES TO SCHEDULES AND STATEMENTS (2.7); CONDUCT FINAL REVIEW AND PROVIDE FINAL COMMENTS TO PARTICULAR DEBTOR SCHEDULES AND STATEMENTS (4.6).
HERRIOTT AV	01/20/06	0.90	COMPILE INFORMATION FOR AND COORDINATE SERVICE OF SCHEDULES AND STATEMENTS (0.7); ADDRESS FOLLOW UP QUESTIONS RE SCHEDULES AND STATEMENTS (0.2).
HERRIOTT AV	01/23/06	0.70	REVIEW AND PROVIDE COMMENTS RE SCHEDULES AND STATEMENTS PRESENTATION ON DELPHIDOCKET.COM (0.7).
HERRIOTT AV	01/25/06	0.20	ADDRESS QUESTION RE SCHEDULES AND STATEMENTS (0.2).
HERRIOTT AV	01/27/06	0.30	REVIEW SCHEDULES AND STATEMENTS FOR ANSWER TO SUPPLIER QUESTION (0.3).

**65.80**

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	01/03/06	0.30	RESPONDED TO INQUIRIES RE SCHEDULES AND STATEMENTS (0.3).
MEISLER RE	01/16/06	2.50	CONFERENCE WITH A. HERRIOTT RE SCHEDULES AND STATEMENTS (0.6); CONFERENCE WITH R. REESE RE SCHEDULES AND STATEMENTS (0.4); BEGAN REVIEW OF SAME (1.5).
MEISLER RE	01/17/06	0.90	CONFERENCE WITH R. REESE RE SCHEDULES AND STATEMENTS (0.4); CONTINUED REVIEW OF SCHEDULES AND STATEMENTS (0.5).
MEISLER RE	01/18/06	2.90	ATTENTION TO SCHEDULES AND STATEMENTS (0.4); CONFERENCE WITH T. MATZ RE SAME (0.5); CONTINUED TO REVIEW SCHEDULES AND STATEMENTS (0.7) AND RESPONDED TO INQUIRIES RE SAME (1.3).
MEISLER RE	01/23/06	0.30	ATTENTION TO POST-FILING MATTERS RE SCHEDULES AND STATEMENTS (0.3).
		<b>6.90</b>	
REESE RG	01/03/06	2.10	EVALUATE ISSUES RE SCHEDULES AND STATEMENTS (1.4); DISCUSSIONS WITH FTI AND COMPANY RE SAME (0.7).
REESE RG	01/04/06	1.90	EVALUATE ISSUES RE SCHEDULES AND STATEMENTS (1.2); PARTICIPATE IN MEETING RE SAME (0.7).
REESE RG	01/05/06	1.80	EVALUATE ISSUES RE SCHEDULES & STATEMENTS (1.8).
REESE RG	01/06/06	1.90	REVIEW AND PROVIDE COMMENTS ON SCHEDULES AND STATEMENTS DOCUMENTS (0.7); TELECONFERENCES AND EMAILS WITH COMPANY AND FTI RE ISSUES RE SCHEDULES AND STATEMENTS (1.2).
REESE RG	01/08/06	1.10	REVIEW AND PROVIDE COMMENTS ON SCHEDULES AND STATEMENTS (1.1).
REESE RG	01/09/06	2.00	REVIEW, REVISE AND PROVIDE COMMENTS ON SCHEDULES AND STATEMENTS (1.2); NUMEROUS TELECONFERENCES AND EMAILS WITH COMPANY AND FTI RE ISSUES RE SCHEDULES AND STATEMENTS (0.8).
REESE RG	01/10/06	7.20	MEETINGS RE SCHEDULES AND STATEMENTS REVIEWS (4.8); REVIEW AND PROVIDE COMMENTS ON SCHEDULES AND STATEMENTS (1.3); NUMEROUS TELECONFERENCES AND EMAILS WITH COMPANY AND FTI RE ISSUES RE SCHEDULES AND STATEMENTS (1.1).
REESE RG	01/11/06	6.30	MEETINGS RE SCHEDULES AND STATEMENTS REVIEW (1.4); REVIEW AND PROVIDE COMMENTS ON SCHEDULES AND STATEMENTS (1.9); NUMEROUS TELECONFERENCES AND EMAILS WITH COMPANY AND FTI RE ISSUES RE SCHEDULES AND STATEMENTS (3.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	01/12/06	9.40	MEETINGS RE SCHEDULES AND STATEMENTS REVIEWS (4.1); REVIEW AND PROVIDE COMMENTS ON SCHEDULES AND STATEMENTS (2.5); NUMEROUS TELECONFERENCES AND EMAILS WITH COMPANY AND FTI RE ISSUES RE SCHEDULES AND STATEMENTS (2.8).
REESE RG	01/13/06	6.80	MULTIPLE MEETINGS RE SCHEDULES AND STATEMENTS REVIEWS AND RELATED ISSUES (3.6); REVIEW AND PROVIDE COMMENTS ON SCHEDULES AND STATEMENTS (1.9); NUMEROUS TELECONFERENCES AND EMAILS WITH COMPANY AND FTI RE ISSUES RE SCHEDULES AND STATEMENTS (1.3).
REESE RG	01/14/06	9.70	REVIEW DRAFT SCHEDULES AND STATEMENTS (9.7).
REESE RG	01/15/06	8.70	REVIEW DRAFT SCHEDULES AND STATEMENTS (6.9); REVIEW AND REVISE DTM PRESENTATION RE SAME (1.2); REVIEW AND REVISE DRAFT GLOBAL NOTES TO SCHEDULES AND STATEMENTS (0.6).
REESE RG	01/16/06	5.70	REVIEW AND PROVIDE COMMENTS ON SCHEDULES AND STATEMENTS (2.0); NUMEROUS TELECONFERENCES AND EMAILS WITH COMPANY AND FTI RE ISSUES RE SCHEDULES AND STATEMENTS (3.7).
REESE RG	01/17/06	7.40	REVIEW AND PROVIDE COMMENTS ON SCHEDULES AND STATEMENTS (5.2); NUMEROUS TELECONFERENCES AND EMAILS WITH COMPANY AND FTI RE ISSUES RE SCHEDULES AND STATEMENTS (2.2).
REESE RG	01/18/06	14.20	MEET WITH D. BODKIN, L. WILLIAMS, C. PICCININ AND OTHERS RE SCHEDULES AND STATEMENTS (1.2); REVIEW AND PROVIDE COMMENTS ON SCHEDULES AND STATEMENTS (9.1); NUMEROUS TELECONFERENCES AND EMAILS WITH COMPANY AND FTI RE ISSUES RE SCHEDULES AND STATEMENTS (3.9).
REESE RG	01/19/06	8.00	NUMEROUS TELECONFERENCES AND EMAIL CORRESPONDENCE RE SCHEDULES AND STATEMENTS ISSUES (3.2); REVIEW, REVISE AND COMMENT ON DRAFT SCHEDULES AND STATEMENTS AND RELATED MATERIALS (4.8).
REESE RG	01/20/06	4.10	TELECONFERENCE AND EVALUATION OF ISSUES RE FINALIZATION AND FILING OF SCHEDULES AND STATEMENTS (4.1).
REESE RG	01/24/06	2.80	REVIEW ISSUES AND DRAFT AND REVISE DOCUMENTS RE DISCLOSURE RE SCHEDULES AND STATEMENTS (2.8).
REESE RG	01/26/06	0.90	TELECONFERENCE RE SCHEDULES AND STATEMENTS ISSUES (0.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

REESE RG	01/27/06	4.10	TELECONFERENCE RE SCHEDULES AND STATEMENTS ISSUES (2.7); REVIEW ISSUES RELATED TO SCHEDULES AND STATEMENTS (1.4).
REESE RG	01/30/06	1.20	EVALUATE AND RESPOND TO ISSUES RE SCHEDULES AND STATEMENTS (1.2).
REESE RG	01/31/06	3.90	MEETING RE SCHEDULES AND STATEMENTS ISSUES (1.9); DRAFT NOTICE OF AMENDMENT AND DOCUMENTS RE SAME (1.4); RESPOND TO CORRESPONDENCE AND TELECONFERENCES RE SAME (0.6).
		111.20	
<b>Total Associate</b>		183.90	
SALAZAR AG	01/09/06	0.30	SEARCH FOR PRECEDENT SCHEDULES AND SOFAS (0.3).
SALAZAR AG	01/11/06	1.00	COORDINATE FILING EFFORTS FOR SCHEDULES AND SOFAS (1.0).
SALAZAR AG	01/17/06	0.40	COORDINATE WITH FTI IN PREPARATION FOR FILING OF SCHEDULES AND STATEMENTS (0.4).
SALAZAR AG	01/18/06	0.80	SPEAK TO CLERK'S INTAKE DEPARTMENT TO COORDINATE FILING OF SCHEDULES AND STATEMENTS (0.1); REVIEW TRANSCRIPT FOR LANGUAGE APPROVED BY COURT (0.7).
SALAZAR AG	01/19/06	0.90	COORDINATE STEPS FOR FILING SCHEDULES AND STATEMENTS WITH CONTACTS AT FTI (0.9).
SALAZAR AG	01/20/06	7.20	FINALIZE COORDINATION EFFORTS FOR FILING OF SCHEDULES AND STATEMENTS (0.7); PREPARE AND ORGANIZE DOCUMENTS AND PAPER FILE SCHEDULES AND STATEMENTS OF 42 DEBTORS CASES WITH COURT (6.5).
SALAZAR AG	01/26/06	3.30	PREPARE MATERIALS REQUESTED BY THE US TRUSTEE RELATED TO SCHEDULES AND STATEMENTS (1.8); HAND-DELIVER DOCUMENTS TO THE OFFICE OF THE US TRUSTEE (1.5).
SALAZAR AG	01/27/06	~0.40	ORGANIZE SCHEDULES AND STATEMENTS FOR DISTRIBUTION (0.4).
SALAZAR AG	01/31/06	0.70	PREPARE AND ELECTRONICALLY FILE AND SERVE MONTHLY OPERATING REPORT (0.7).
		15.00	
ZSOLDOS AF	01/20/06	0.50	PREPARE FOR PRODUCTION AND DISTRIBUTION OF SCHEDULES AND STATEMENTS (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	01/25/06	1.60	RESOLVE CONFLICTS ISSUES RE DELTA AND IRVINE, INCLUDING CORRESPONDENCE AND RESEARCH ON SCHEDULES AND STATEMENTS (1.6) .
		2.10	
Total Legal Assistant		17.10	
TOTAL TIME		<u>273.10</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Reports and Schedules**

**Bill Date: 02/28/06  
Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	01/17/06	Herriott AV	120.31
Air/Rail Travel - vendor feed	01/17/06	Herriott AV	160.71
Air/Rail Travel - vendor feed	01/20/06	Herriott AV	416.16
Air/Rail Travel - vendor feed	01/20/06	Herriott AV	-371.16
Air/Rail Travel - vendor feed	01/20/06	Herriott AV	270.32
Air/Rail Travel - vendor feed	01/30/06	Reese RG	1,045.66
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$1,642.00</b>
In-house Reproduction	01/22/06	Copy Center, D	36.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$36.00</b>
Telephone Expense	01/27/06	Telecommunications, D	2.21
Telephone Expense	01/27/06	Telecommunications, D	2.73
Telephone Expense	01/27/06	Telecommunications, D	0.06
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$5.00</b>
Westlaw	01/11/06	Herriott AV	80.29
Westlaw	01/19/06	Reese RG	535.50
Westlaw	01/31/06	Reese RG	134.21
		<b>TOTAL WESTLAW</b>	<b>\$750.00</b>
Out-of-Town Travel	01/18/06	Herriott AV	40.00
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$40.00</b>
Out-of-Town Meals	01/18/06	Herriott AV	2.69
Out-of-Town Meals	01/19/06	Herriott AV	18.18
Out-of-Town Meals	01/25/06	Meisler RE	18.13
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$39.00</b>
		<b>TOTAL MATTER</b>	<b>\$2,512.00</b>

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<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-17  
ENVIRONMENTAL MATTERS  
233.8 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Environmental Matters**

**Bill Date: 12/30/05  
Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
BERLIN K	10/10/05	1.80	TELECONFERENCE WITH M. HESTER AND T. WALLE RE DELPHI'S ENVIRONMENTAL ISSUES AND REVIEW OF SAME (1.8).
BERLIN K	10/16/05	2.20	REVIEW OF MATERIALS RE DELPHI ENVIRONMENTAL ISSUES AND PREPARE FOR MEETING IN TROY, MI ON OCTOBER 17 (2.2).
BERLIN K	10/17/05	7.30	PREPARE FOR AND MEETING IN TROY, MI WITH M. HESTER AND J. WALLE TO REVIEW ALL ENVIRONMENTAL ISSUES (7.3).
BERLIN K	10/20/05	1.20	BEGIN REVIEW RE GM ENVIRONMENTAL MATTERS AGREEMENT (1.2).
BERLIN K	10/21/05	1.70	CONTINUE REVIEW OF DOCUMENTS AND OF NEXT STEPS AND OF ADDITIONAL DOCUMENTS WE NEED TO SEE (1.7).
BERLIN K	10/24/05	3.70	CONTINUE REVIEW OF ENVIRONMENTAL MATTERS AGREEMENT ISSUES (0.7); REVIEW OF KOSZENSKI COMPLAINT AGAINST GM AND GM'S LETTER RE SAME (1.3); PREPARATION FOR AND TELECONFERENCE WITH J. AMODEO AND M. HESTER RE STATUS OF MATTERS (0.4); TELECONFERENCE WITH E. COCHRAN RE GM ISSUES (0.2); BEGIN WORK ON ENVIRONMENTAL STRATEGY MEMORANDUM (1.1).
BERLIN K	10/25/05	1.80	PREPARE FOR TELECONFERENCE WITH J. AMODEO, M. HESTER ET AL. RE NOTICE AND SCHEDULING ISSUES RE ENVIRONMENTAL MATTERS (0.5); CONTINUE WORK ON STRATEGY MEMORANDUM (1.3).
BERLIN K	10/26/05	3.80	TELECONFERENCE WITH M. WEXLER RE REAL ESTATE/ENVIRONMENTAL ISSUES (0.2); CONTINUE WORK ON STRATEGY MEMORANDUM (3.6).
BERLIN K	10/27/05	4.90	TELECONFERENCE WITH M. HESTER AND K. JONES RE MISCELLANEOUS REAL ESTATE ISSUES AND REVIEW OF SAME (0.6); TELECONFERENCE WITH E. COCHRAN RE EPA ISSUES AND CONTINUE REVIEW OF SAME (1.2); CONTINUE DRAFTING STRATEGY MEMORANDUM (3.1).
BERLIN K	10/28/05	7.80	CONTINUE DRAFTING OF STRATEGY MEMORANDUM (7.8).
BERLIN K	10/29/05	8.30	FINALIZE PRELIMINARY STRATEGY MEMORANDUM (8.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BERLIN K	11/01/05	0.30	TELECONFERENCE WITH M. HESTER RE NEXT STEPS (0.1); TELECONFERENCE WITH M. WEXLER RE REAL ESTATE SALES ISSUES (0.2).
BERLIN K	11/02/05	2.00	TELECONFERENCE WITH M. WEXLER AND K. JONES RE ANAHEIM CONSENT ORDER AND SALES AGREEMENT (0.4); TELECONFERENCE WITH M. HESTER RE LANDFILL (0.3); REVIEW AND MARKUP OF ANAHEIM CONSENT ORDER (1.3).
BERLIN K	11/03/05	1.90	PREPARE FOR AND TELECONFERENCE WITH WORKING GROUP RE ENVIRONMENTAL ISSUES (1.9).
BERLIN K	11/04/05	2.40	TELECONFERENCE WITH M. HESTER TO REVIEW STRATEGY MEMORANDUM, AND BEGIN REVISIONS TO SAME (2.4).
BERLIN K	11/05/05	1.40	CONTINUE DRAFTING REVISIONS TO STRATEGY MEMORANDUM (1.4).
BERLIN K	11/08/05	0.40	REVIEW OF TEXAS ENVIRONMENTAL COMMISSION EMAIL AND RESPONSE TO SAME (0.4).
BERLIN K	11/09/05	2.10	CONTINUE REDRAFTING OF ENVIRONMENTAL STRATEGY MEMORANDUM (2.1).
BERLIN K	11/10/05	0.50	TELECONFERENCE WITH M. HESTER REVIEWING CONTRACTOR ISSUES, ISSUES RE EXISTING CONTRACTS AND EXISTING CONTRACTS SCHEDULE, AND TEXAS INFORMATION RESPONSE AND ENVIRONMENTAL STRATEGY MEMORANDUM (0.5).
BERLIN K	11/11/05	1.90	REVIEW OF ESSENTIAL SUPPLIER MOTION AND ORDER, AND TELECONFERENCE WITH M. HESTER (1.9).
BERLIN K	11/17/05	0.70	REVIEW OF INFORMATION IN RELEASES AT WYOMING FACILITY AND TELEPHONE CONFERENCE WITH M. HESTER RE SAME (0.4); TELECONFERENCE WITH M. HESTER RE PERMIT ISSUES (0.3).
BERLIN K	11/18/05	1.90	PARTICIPATE IN WORKING GROUP TELEPHONE CONFERENCE (1.5); REVIEW OF FORM PERMIT FEE LETTER (0.4).
BERLIN K	11/21/05	3.40	REVIEW OF HALEY & ALDRICH LIEN ARGUMENT AND TELECONFERENCES WITH M. HESTER RE SAME AND RE TREMONT SITE (1.8); REVIEW OF MECHANICS LIEN STATUTES RELEVANT TO THE HALEY & ALDRICH CLAIM (1.0); TELECONFERENCE WITH K. JONES RE KANSAS PRE-PETITION BANKRUPTCY CLAIM AND NEW BRUNSWICK, NEW JERSEY FACILITY (0.4); TELECONFERENCE WITH K. JONES AND M. HESTER RE PRE-PETITION CLAIMS (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BERLIN K	11/22/05	2.60	TELECONFERENCE WITH M. WEXLER RE HALEY & ALDRICH CLAIM AND ENVIRONMENTAL REAL ESTATE ISSUES (0.2); REVIEW OF ISRA ISSUES RE NEW BRUNSWICK (1.1); CONTINUE REVIEW OF ENVIRONMENTAL LIEN ISSUES (0.8); TELECONFERENCE WITH K. JONES RE ISRA ISSUE (0.2); TELECONFERENCE WITH M. HESTER RE HALEY & ALDRICH AND REAL ESTATE SALE STRATEGY (0.3).
BERLIN K	11/23/05	1.60	REVIEW OF ADDITIONAL LETTER AND DOCUMENTS RE HALEY & ALDRICH CLAIM (1.3); TELECONFERENCE WITH M. HESTER RE NOTIFICATION ISSUES (0.3).
BERLIN K	11/28/05	1.30	TELECONFERENCE WITH K. GANS RE MECHANICS LIEN ISSUES AND CONTINUE REVIEW OF SAME (0.8); TELECONFERENCE WITH M. HESTER RE NOTICE ISSUES AND REVIEW OF HIS EMAILS RE SAME (0.5).
BERLIN K	11/29/05	3.50	TELECONFERENCES WITH K. JONES RE ISSUE WITH KANSAS DEPARTMENT OF HEALTH AND ENVIRONMENT (KDHE) AND REVIEW OF APPLICABLE REGULATIONS, STATUTES AND LETTER FROM THE STATE (1.8); TELECONFERENCE WITH K. JONES AND REPRESENTATIVE FROM KDHE RE SAME (0.3); REVIEW OF MARKUP OF GENERAL LETTER IN RESPONSE TO PERMIT FEE REQUESTS (1.2); TELECONFERENCE WITH M. HESTER RE NEW POTENTIAL SUPERFUND CASE (0.2).
BERLIN K	11/30/05	1.30	PREPARE MEMORANDUM ON LIENS (1.1); TELECONFERENCE WITH M. HESTER RE LIENS AND PERMIT ISSUES (0.2).
		73.70	
WEXLER MP	10/26/05	0.40	DISCUSS WITH J. JAFFURS AND J. BEAUDOEN POSSIBLE REAL ESTATE DISPOSITIONS, INCLUDING OPUS WEST, AND ISSUES TO BE CONSIDERED IN CONNECTION THEREWITH AND FOLLOW UP WITH K. JONES ON IMPACT ON ENVIRONMENTAL CLEAN-UP IN CONNECTION THEREWITH (0.4).
WEXLER MP	10/31/05	0.40	TELECONFERENCE WITH K. JONES RE ENVIRONMENTAL ISSUES IN CONNECTION WITH SALE OF ANAHEIM PROPERTY AND POSSIBLE STRATEGIES FOR DEALING WITH SAME (0.4).
WEXLER MP	11/01/05	0.50	FOLLOW UP ON ISSUES RAISED BY K. JONES RE EXECUTION OF CONSENT ORDER WITH CALIFORNIA ENVIRONMENTAL AGENCY IN CONNECTION WITH ANAHEIM PLANT (0.3) AND DISCUSS WITH K. JONES (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WEXLER MP	11/02/05	1.10	REVIEW CONSENT AGREEMENT WITH CALIFORNIA DEPARTMENT OF TOXIC SUBSTANCES CONTROL FOR ANAHEIM PLANT (0.3) AND CONFERENCE CALL WITH K. JONES AND K. BERLIN RE ABILITY TO ENTER INTO CONSENT AGREEMENT AND APPROPRIATE CHANGES THERETO (0.5) AND FOLLOW UP ON ISSUES RAISED (0.3).
WEXLER MP	11/03/05	0.80	REVIEW ENVIRONMENTAL STRATEGY MEMORANDUM (0.8).
WEXLER MP	11/11/05	1.20	REVIEW ENVIRONMENTAL STRATEGY MEMORANDUM (0.8) AND FOLLOW UP ON STRATEGY ISSUES (0.4).
WEXLER MP	11/17/05	0.20	TELECONFERENCE WITH K. BERLIN RE ABILITY TO PAY ENVIRONMENTAL PERMITS FOR PRE/POST PETITION TIME FRAMES AND FOLLOW UP ON SAME (0.2).
		<b>4.60</b>	
<b>Total Partner</b>		<b>78.30</b>	
AMODEO JA	10/20/05	3.50	REVIEW MATERIALS RELATING TO OUTSTANDING ENVIRONMENTAL LIABILITIES (3.5).
AMODEO JA	10/25/05	0.50	TELECONFERENCE WITH M. HESTER ON ENVIRONMENTAL MATTERS AND COMPANY'S PREPARATION OF SCHEDULES (0.5).
AMODEO JA	10/26/05	6.20	RESEARCH ON POTENTIAL REJECTION OF ENVIRONMENTAL MATTERS AGREEMENT (6.2).
AMODEO JA	10/27/05	7.30	RESEARCH FOR MEMORANDUM ON STRATEGY FOR HANDLING ENVIRONMENTAL CLAIMS (7.3).
AMODEO JA	10/28/05	7.60	DRAFT MEMO ON REJECTING OF ENVIRONMENTAL MATTER AGREEMENT AND RELATED ISSUES (7.6).
AMODEO JA	11/10/05	2.10	PREPARE POWERPOINT PRESENTATION OF ENVIRONMENTAL STRATEGY (2.1).
AMODEO JA	11/11/05	3.20	PREPARE POWERPOINT PRESENTATION OF ENVIRONMENTAL STRATEGY (3.2).
		<b>30.40</b>	
EISENBERG HC	11/21/05	0.50	TELECONFERENCE WITH K. BERLIN RE ISRA TRIGGER FOR EXERCISE OF OPTION TO SELL NEW JERSEY PROPERTY (0.1); RESEARCH RE SAME (0.3); EMAIL TO K. BERLIN RE SAME (0.1).
EISENBERG HC	11/22/05	0.20	TELECONFERENCE WITH K. BERLIN RE ISRA TRIGGER WITH RESPECT TO EXERCISE OF PUT OPTION FOR SALE OF NEW JERSEY PROPERTY (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

EISENBERG HC	11/28/05	2.30	TELECONFERENCE WITH K. BERLIN RE MECHANICS LIEN (0.3); REVIEW OF MEMO RE SAME (0.2); RESEARCH ON MECHANICS LIEN ISSUE (1.2); E-MAIL TO K. BERLIN RE PRELIMINARY RESULTS OF RESEARCH (0.6).
EISENBERG HC	11/29/05	1.70	REVIEW OF CASES AND ARTICLES RE MECHANICS LIEN ISSUE (1.0); E-MAIL TO K. BERLIN RE SAME (0.7).
EISENBERG HC	11/30/05	0.30	TELECONFERENCE WITH K. BERLIN ON MECHANICS LIEN ISSUE (0.3).
		<b>5.00</b>	
<b>Total Counsel</b>		<b>35.40</b>	
DAVIES L	11/02/05	1.00	TELECOM MEH / INGLES, REVIEW OF INFORMATION (1.0).
DAVIES L	11/03/05	2.50	REVIEW OF DISCLOSURE SCHEDULES AND THIRD PARTY CONSENTS (0.9); BRIEFING RE FSA AND EXCHANGE REQUIREMENTS, TELECOMS SASMF-NY (SM) (0.4); REVIEW OF SPA, FSA WEB REVIEW (1.2).
DAVIES L	11/04/05	1.20	UPDATES PILKINGTON AND MARSHALL RE PROCESS, TELECOMS SASMF-NY (1.2).
DAVIES L	11/07/05	0.70	UPDATES MEH / ND/ MARSHALL / PILKINGTON, TELECOMS SASMF RE BID DOCUMENTS (0.7).
DAVIES L	11/09/05	1.60	REVIEW AND COMMENT REGULATORY CHART (1.6).
DAVIES L	11/10/05	0.80	ATTENDING TO CORRESPONDENCE RE DISCLOSURE AND FOLLOW UP RE SALE PROCESS (0.5) UPDATE RE EXCHANGES AND REGULATORY MATTERS AND DISCLOSURE SCHEDULE (0.3).
DAVIES L	11/18/05	0.40	ATTENDING CORRESPONDENCE RE UK DIRECTOR MATTERS (0.4).
DAVIES L	11/21/05	0.90	REVIEW OF AND ATTENDING CORRESPONDENCE, DISCUSSION VARIOUS MATTERS (0.9).
DAVIES L	11/22/05	1.00	INTERNAL MEETING RE UK DIRECTORS INQUIRIES, PREPARATION, REVIEW CORRESPONDENCE, FOLLOW UP (1.0).
		<b>10.10</b>	
<b>Total Associate</b>		<b>10.10</b>	
<b>TOTAL TIME</b>		<b><u>123.80</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Environmental Matters**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	10/28/05	Telecommunications, D	0.15
Telephone Expense	10/28/05	Telecommunications, D	0.33
Telephone Expense	10/28/05	Telecommunications, D	0.07
Telephone Expense	11/23/05	Telecommunications, D	0.21
Telephone Expense	11/23/05	Telecommunications, D	0.07
Telephone Expense	11/23/05	Telecommunications, D	1.02
Telephone Expense	11/23/05	Telecommunications, D	1.87
Telephone Expense	11/23/05	Telecommunications, D	0.27
Telephone Expense	11/23/05	Telecommunications, D	0.01
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$4.00</b>
Lexis/Nexis	11/28/05	Hill TL	408.86
Lexis/Nexis	11/28/05	Eisenberg MG	21.17
Lexis/Nexis	11/29/05	Hill TL	917.97
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$1,348.00</b>
Westlaw	10/27/05	Amodeo JA	1,112.35
Westlaw	10/28/05	Amodeo JA	106.72
Westlaw	10/28/05	Herriott AV	4.26
Westlaw	11/04/05	Amodeo JA	153.89
Westlaw	11/22/05	Amodeo JA	382.87
Westlaw	11/28/05	Hill TL	16.91
		<b>TOTAL WESTLAW</b>	<b>\$1,777.00</b>
Out-of-Town Travel	10/17/05	Berlin K	82.00
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$82.00</b>
Messengers/ Courier	10/26/05	Dist Serv/Mail/Page, D	21.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$21.00</b>
		<b>TOTAL MATTER</b>	<b>\$3,232.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Environmental Matters**

**Bill Date: 01/31/06  
Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
BERLIN K	12/02/05	2.40	PARTICIPATE IN WORKING GROUP CALL ON NEXT WEEK'S ISSUES (1.5); REVIEW OF REVISED PERMIT FEE LETTER AND E-MAIL RE SAME (0.4); PREPARE EMAIL ON HALEY & ALDRICH CLAIM AND CONTINUE REVIEW OF SAME (0.5).
BERLIN K	12/05/05	0.80	BEGIN REVIEW OF CATALYST SALE AGREEMENT (0.8).
BERLIN K	12/06/05	1.40	REVIEW OF DISCLOSURE SCHEDULES (1.4).
BERLIN K	12/07/05	5.30	PREPARE FOR AND TELEPHONE CONFERENCE WITH M. HESTER RE ALL ENVIRONMENTAL MATTERS (1.2); FINISH REVIEW OF ENVIRONMENTAL SCHEDULES (0.6); REVIEW PRESENTATION FOR THIRD MEETING OF UNSECURED CREDITORS COMMITTEE (1.1); REDRAFT OF THE ENVIRONMENTAL PROVISIONS IN CATALYST SALE AGREEMENT (2.4).
BERLIN K	12/08/05	1.30	TELECONFERENCES WITH M. HESTER RE HALEY & ALDRICH PAYMENT AND WORK ON MEMORANDUM RE SAME (1.3).
BERLIN K	12/09/05	3.30	PREPARE EMAIL AND MEMORANDUM ON HALEY & ALDRICH CLAIM (2.2); REVIEW OF REJECTION OF LEASE ENVIRONMENTAL DAMAGES MEMORANDUM (0.6); REVIEW OF EMAILS AND TELECONFERENCE WITH M. HESTER RE DISCLOSURE SCHEDULE ISSUES (0.5).
BERLIN K	12/11/05	2.60	FINISH DRAFTING HALEY & ALDRICH MEMORANDUM (1.1); REVIEW REVISED CATALYST AGREEMENT (1.5).
BERLIN K	12/12/05	0.90	REVIEW OF MEMORANDA ON LEASE REJECTION ISSUES (0.4); REVIEW OF HALEY & ALDRICH LETTER DESCRIBING ITS CLEANUP WORK LIST (0.5).
BERLIN K	12/13/05	1.90	REVIEW OF HALEY & ALDRICH MEMORANDUM (0.4); REVIEW AND REDRAFTING OF STRATEGY MEMORANDUM (1.5).
BERLIN K	12/16/05	1.20	DELPHI TELECONFERENCE WITH STRATEGY TEAM RE OPEN ISSUES AND RECENT DEVELOPMENTS (1.2).
BERLIN K	12/20/05	0.70	REVIEW HALEY & ALDRICH MEMORANDUM (0.7).
BERLIN K	12/21/05	1.10	CONTINUE TO REVISE HALEY & ALDRICH MEMORANDUM (1.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BERLIN K	12/30/05	1.00	PARTICIPATE IN STRATEGY TELECONFERENCE RE NEXT WEEK'S MATTERS (1.0).
		<b>23.90</b>	
WEXLER MP	12/02/05	0.60	REVIEW RESULTS OF RESEARCH RE ENVIRONMENTAL REMEDIATION GIVING RISE TO MECHANIC'S LIENS AND ADVICE TO CLIENT RE SAME (0.6).
WEXLER MP	12/05/05	0.20	REVIEW AND COMMENT ON FORM OF LETTER RE ENVIRONMENTAL PERMITS (0.2).
WEXLER MP	12/08/05	0.30	REVIEW AND COMMENT ON MEMO TO CLIENT RE IMPACT OF REJECTION OF LEASES ON ENVIRONMENTAL CLEANUP OBLIGATIONS TO LANDLORD (0.3).
WEXLER MP	12/14/05	0.90	REVIEW REVISED MEMO RE POTENTIAL FOR HALEY & ALDRICH LIEN ON PROPERTIES (0.9).
		<b>2.00</b>	
<b>Total Partner</b>		<b>25.90</b>	
EISENBERG HC	12/08/05	2.00	RESEARCH ON MECHANICS LIEN ISSUE AND WORK ON MEMO RE SAME (2.0).
EISENBERG HC	12/09/05	6.60	RESEARCH ON MECHANICS LIEN ISSUE AND WORK ON MEMO RE SAME (6.6).
EISENBERG HC	12/12/05	0.60	REVIEW OF REVISED MEMO RE ENVIRONMENTAL CLEANUP DAMAGES IN CONTEXT OF LEASE REJECTION AND REVIEW OF DESCRIPTION OF HALEY & ALDRICH WORK (0.6).
EISENBERG HC	12/21/05	0.40	REVIEW OF REVISED MEMO (0.4).
		<b>9.60</b>	
<b>Total Counsel</b>		<b>9.60</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	12/20/05	0.70	REVIEWED MEMO ANALYZING VALIDITY OF LIENS ASSERTED BY HALEY & ALDRICH IN CONNECTION WITH ENVIRONMENTAL CONSULTING AND REMEDIATION (0.7).
MEISLER RE	12/21/05	0.40	REVIEWED FINAL MEMO ANALYZING VALIDITY OF LIENS ASSERTED BY HALEY & ALDRICH IN CONNECTION WITH ENVIRONMENTAL CONSULTING AND REMEDATION (0.4).
MEISLER RE	12/22/05	0.40	ATTENTION TO MEMO RE VALIDITY OF ASSERTED LIENS BY HALEY & ALDRICH FOR ENVIRONMENTAL CONSULTING AND REMEDATION AND DRAFTED CORRESPONDENCE TO COMPANY RE SAME (0.3); TELECONFERENCE WITH M. HALL RE SAME (0.1).
		1.50	
<b>Total Associate</b>		1.50	
<b>TOTAL TIME</b>		<u><b>37.00</b></u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Environmental Matters**

**Bill Date: 01/31/06  
Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	12/09/05	Copy Center, D	30.27
In-house Reproduction	12/13/05	Copy Center, D	2.73
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$33.00</b>
Telephone Expense	12/29/05	Telecommunications, D	0.13
Telephone Expense	12/29/05	Telecommunications, D	1.12
Telephone Expense	12/29/05	Telecommunications, D	0.13
Telephone Expense	12/29/05	Telecommunications, D	0.62
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$2.00</b>
Lexis/Nexis	12/08/05	Eisenberg HC	21.16
Lexis/Nexis	12/08/05	Hill TL	109.81
Lexis/Nexis	12/09/05	Eisenberg HC	122.03
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$253.00</b>
Westlaw	12/08/05	Hill TL	7.00
		<b>TOTAL WESTLAW</b>	<b>\$7.00</b>
		<b>TOTAL MATTER</b>	<b>\$295.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Environmental Matters**

**Bill Date: 02/28/06  
Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
BERLIN K	01/03/06	7.00	REVIEW OF DOCUMENTS ON SEPTEMBER 29, 2005 KETTERING, OHIO SPILL (0.9); TELECONFERENCE WITH M. HESTER AND K. JONES RE MEETINGS ON JANUARY 4 AND 5 IN DETROIT AND TROY (0.6); PREPARE FOR AND COMPOSE AGENDA FOR JANUARY 4 MEETING WITH GENERAL MOTORS (1.4); PREPARE FOR AND COMPOSE AGENDA FOR JANUARY 5 MEETING WITH M. HESTER, K. JONES, J. WALLE, ET AL. RE REAL ESTATE ISSUES (1.8); TELECONFERENCE WITH J. WALLE RE KETTERING SPILL AND DAYTON PLANT (0.6); TELECONFERENCE WITH K. MARAFIOTTI ET AL RE OFFSET ISSUES AND REVIEW OF SAME (0.9); TELECONFERENCE WITH K. JONES RE NEW BRUNSWICK ISRA ISSUES AND REVIEW OF SAME (0.8).
BERLIN K	01/04/06	5.80	PREPARE FOR AND MEETING WITH M. HESTER AND GENERAL MOTORS REPRESENTATIVES RE ENVIRONMENTAL ISSUES RELATING TO OFF-SITE LIABILITIES (4.1); PREPARE FOR JANUARY 5 MEETING IN TROY, MI (1.7).
BERLIN K	01/05/06	7.50	PREPARE FOR AND MEET IN TROY, MI WITH M. HESTER, J. WALLE, K. JONES, J. JAFFURS, AND J. BEAUDOEN RE ENVIRONMENTAL ISSUES AND ENVIRONMENTAL/REAL ESTATE STRATEGY (7.5).
BERLIN K	01/06/06	3.00	PREPARE FOR AND TAKE PART IN STRATEGY TELECONFERENCE RE NEXT WEEK'S ISSUES AND MISCELLANEOUS ENVIRONMENTAL ISSUES (1.4); REVIEW OF NEW BRUNSWICK SALE, PUT AND CALL, AND ENVIRONMENTAL AGREEMENT (1.6).
BERLIN K	01/09/06	1.90	REVIEW OF SAGINAW, MICHIGAN DOCUMENTS AND COMMENTS ON SAME (1.4); TELECONFERENCE WITH M. HESTER ET AL. RE SAME (0.2); TELECONFERENCE WITH M. HESTER RE DOJ MEETING, LIENS AND DIP AGREEMENT (0.3).
BERLIN K	01/10/06	0.90	TELECONFERENCE WITH M. HESTER ET AL. RE ENVIRONMENTAL SCHEDULE (0.1); TELECONFERENCE WITH M. HESTER RE GM ISSUES (0.2); TELECONFERENCE WITH K. JONES ET AL. RE ANAHEIM FACILITY (0.5); REVIEW OF OII SITE EMAILS (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BERLIN K	01/11/06	1.40	REVIEW OF ENTEK CLAIM (0.5); REVIEW OF CASE CALENDER, MOTION SUMMARIES CHART AND THIRD OMNIBUS HEARING AGENDA (0.9).
BERLIN K	01/13/06	1.90	PARTICIPATE IN STRATEGY CALL INCLUDING ENVIRONMENTAL ISSUES (0.2); REVIEW OF NEW YORK PERMIT FEE LETTER THREATENING PENALTIES (0.2); TELECONFERENCE WITH M. HESTER AND F. KOEHLES RE IRVINE FACILITY ENVIRONMENTAL ISSUES AND REVIEW OF SAME (1.3); TELECONFERENCE WITH M. HESTER RE TREMONT SALE (0.2).
BERLIN K	01/16/06	0.80	REVIEW OF ABANDONMENT ISSUES (0.8).
BERLIN K	01/17/06	0.80	REVIEW OF IRVINE LETTER OF CREDIT (0.8).
BERLIN K	01/19/06	1.10	REVIEW OF CALIFORNIA EMISSION CREDIT SALES DOCUMENTS AND EMAIL TO M. HESTER RE SAME (1.1).
BERLIN K	01/20/06	1.90	TAKE PART IN WEEKLY STATUS CALL RE OPEN ISSUES (0.7); TELECONFERENCE WITH M. HESTER ET AL. RE IRVINE LEASE REJECTION ISSUES AND REVIEW OF SAME (0.8); PREPARE EMAIL ON NEW BRUNSWICK ISSUES (0.4).
BERLIN K	01/24/06	0.30	TELECONFERENCE WITH M. HESTER RE MISCELLANEOUS ISSUES AND GM ISSUES (0.3).
BERLIN K	01/26/06	0.50	REVIEW OF LATEST CASE SCHEDULES AND CALENDERS (0.5).
BERLIN K	01/29/06	2.30	PREPARE MEMORANDUM ON ENVIRONMENTAL CONTRACT LANGUAGE (2.3).
BERLIN K	01/31/06	0.40	PREPARE FOR AND TELECONFERENCE WITH R. MEISLER RE NEW BRUNSWICK ISRA ISSUES (0.4).
		<b>37.50</b>	
WEXLER MP	01/04/06	1.90	PREPARATION FOR MEETING IN TROY RE ENVIRONMENTAL ISSUES ON OWNED REAL ESTATE (1.9).
WEXLER MP	01/05/06	4.80	PREPARATION FOR (1.2) AND PARTICIPATE IN MEETING WITH M. HESTER, K. JONES, J. JAFFURS, J. BEAUDOEN AND J. WALLEE RE ENVIRONMENTAL ISSUES AND STRATEGY FOR PROPERTIES TO BE SOLD (3.6).
		<b>6.70</b>	
<b>Total Partner</b>		<b>44.20</b>	
AMODEO JA	01/04/06	0.80	DRAFT LETTER TO IDEM RE ENVIRONMENTAL CLAIMS (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

AMODEO JA	01/13/06	4.20	RESEARCH ON TREATMENT OF PRE-PETITION PENALTIES AS UNSECURED CLAIMS (4.2).
AMODEO JA	01/16/06	5.50	DRAFT ENVIRONMENTAL PROVISIONS FOR MODEL PROPERTY SALE AGREEMENT (5.5).
AMODEO JA	01/17/06	4.50	DRAFT MODEL PROPERTY SALE AGREEMENT (4.5).
AMODEO JA	01/19/06	5.30	RESEARCH ON FINANCIAL ASSURANCE REQUIREMENTS FOR IRVINE FACILITY (5.3).
AMODEO JA	01/20/06	3.10	RESEARCH ON AVAILABILITY OF LETTER OF CREDIT FOR HAZARDOUS WASTE CLOSURE TO LANDLORD (3.1).
AMODEO JA	01/23/06	5.70	DRAFT MEMORANDUM ON IRVINE LETTER OF CREDIT (5.7).
AMODEO JA	01/24/06	1.20	FOLLOW-UP RESEARCH ON IRVINE LETTER OF CREDIT (1.2).
		<b>30.30</b>	
<b>Total Counsel</b>		<b>30.30</b>	
<b>TOTAL TIME</b>		<b><u>74.50</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Environmental Matters**

**Bill Date: 02/28/06  
Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	01/04/06	Berlin K	844.00
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$844.00</b>
In-house Reproduction	01/22/06	Copy Center, D	6.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$6.00</b>
Westlaw	01/16/06	Amodeo JA	203.77
Westlaw	01/19/06	Amodeo JA	393.94
Westlaw	01/23/06	Amodeo JA	30.65
Westlaw	01/24/06	Amodeo JA	301.64
		<b>TOTAL WESTLAW</b>	<b>\$930.00</b>
Out-of-Town Travel	01/04/06	Berlin K	60.95
Out-of-Town Travel	01/05/06	Berlin K	46.96
Out-of-Town Travel	01/05/06	Berlin K	202.09
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$310.00</b>
Out-of-Town Meals	01/04/06	Berlin K	38.21
Out-of-Town Meals	01/05/06	Berlin K	19.97
Out-of-Town Meals	01/05/06	Berlin K	13.72
Out-of-Town Meals	01/05/06	Berlin K	73.10
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$145.00</b>
Outside Research/Internet Services	01/05/06	Berlin K	11.00
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$11.00</b>
		<b>TOTAL MATTER</b>	<b>\$2,246.00</b>

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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-18  
EXECUTORY CONTRACTS (PERSONALTY)  
320.1 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Executory Contracts (Personalty)**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
MARAFIOTI KA	10/14/05	0.30	TELECONFERENCE WITH G. SCHWED RE INTERPUBLIC EXECUTORY CONTRACT (0.2); REVIEW CORRESPONDENCE RE SAME (0.1).
MARAFIOTI KA	10/17/05	1.20	WORK ON MOTION TO REJECT PACIFIC RIM LEASE (0.4); WORK ON MOTION TO REJECT DURASWITCH LICENSE AGREEMENT (0.4); WORK ON MOTION RE HSBC CREDIT CARD AGREEMENT (0.4).
MARAFIOTI KA	10/21/05	0.10	TELECONFERENCE FROM MARIA DE CONZA RE DURASWITCH (0.1).
MARAFIOTI KA	11/01/05	0.10	CORRESPONDENCE FROM AND TO C. FILARDI RE EXECUTORY CONTRACTS (0.1).
MARAFIOTI KA	11/09/05	2.20	WORK ON MOTION TO ASSUME CEC POWER CONTRACTS (0.6) AFFIDAVIT OF POOLE IN SUPPORT THEREOF (0.4); TELECONFERENCE WITH POOLE AND M. HESTOR RE SAME (0.2); WORK ON NIMO MOTION TO ASSUME (0.5) ORDER (0.2), AND ZAROSKY SUPPORTING AFFIDAVIT (0.3).
MARAFIOTI KA	11/16/05	2.60	REVIEW STATUS OF RESPONSE TO MOTION TO COMPEL ASSUMPTION/REJECTION (2.4); CORRESPONDENCE RE SAME (0.2).
MARAFIOTI KA	11/30/05	0.70	REVISED AND REVISED ORDERS RE PILLARHOUSE (0.3), SOLECTRON (0.2); SENSUS PRECISION (0.2).
		7.20	
<b>Total Partner</b>		<b>7.20</b>	
MATZ TJ	10/16/05	0.80	WORKING ON MOTIONS FOR NOTICING ON 10/17 (TWO EXECUTORY CONTRACT REJECTION MOTIONS) (0.8).
MATZ TJ	10/17/05	5.50	REVIEWING AND REVISING FOUR MOTIONS (TWO RE REJECTION OF EXECUTORY CONTRACTS, SALE OF DE MINIMIS ASSETS AND ONE RE ASSUMPTION OF HSBC CREDIT CARD AGREEMENTS) AND FINALIZING SAME FOR NOTICING (5.5).
MATZ TJ	10/18/05	0.30	TELECONFERENCE WITH HSBC REPRESENTATIVE (0.2); FORWARDING HSBC ASSUMPTION MOTION TO HSBC (0.1).
MATZ TJ	10/19/05	0.20	INQUIRY RE ASSUMPTION OF HSBC CREDIT CARD MOTION AND FOLLOW UP RE SAME (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	10/24/05	1.70	REVIEW AND REVISING DURASWITCH REJECTION ORDER AND LETTER WITH COMPANY IN RESPECT THEREOF (0.9); FOLLOW UP CORRESPONDENCE AND CALLS IN RESPECT THEREOF (0.8).
MATZ TJ	10/25/05	0.60	TELECONFERENCES WITH SHEARMAN RE REJECTION OF DURASWITCH CONTRACT AND COMPANY POSITION IN RESPECT THEREOF (0.6).
MATZ TJ	11/01/05	1.20	WORKING ON REJECTION/ASSUMPTION ISSUES TO VARIOUS EXECUTORY CONTRACTS (1.2).
MATZ TJ	11/09/05	2.40	REVIEWING AND COMMENTING ON MOTION TO ASSUME NIAGRA MOHAWK (0.6); CONTINUED WORK, CALLS AND CORRESPONDENCE RE MODIFICATIONS AND CONDITIONAL ASSUMPTION OF CONSUMERS ENERGY CONTRACT (1.8).
MATZ TJ	11/10/05	0.80	REVIEW MOTIONS RE ASSUMPTION/REJECTION OF EXECUTORY CONTRACTS (0.8).
MATZ TJ	11/17/05	1.00	CONTINUING WORK ON ASSUMPTIONS OF EXECUTORY CONTRACTS (0.4); DISCUSSIONS WITH MESIROW FINANCIAL RE SAME (0.6).
MATZ TJ	11/18/05	1.40	WORK ON PROTOCOL RE INDEMNIFICATION OF LOSS CONTRACTS (0.4); CONTINUING REVIEW AND COMMENT ON MOTION RE ASSUMPTION OF EXPIRING CONTRACTS (0.7); WORKING ON MATTERS RE GE CAPITAL CONTRACT AND PAYMENTS THEREUNDER (0.3).
MATZ TJ	11/21/05	0.70	CORRESPONDENCE RE DURASWITCH TECHNOLOGY RETENTION (0.2); FOLLOW UP RE SAME (0.2); FOLLOW UP WORK RE CONTRACT ASSUMPTION REQUEST (0.3).
MATZ TJ	11/22/05	1.50	TELECONFERENCES AND CORRESPONDENCE RE ASSUMPTION OF CONTRACTS AND MOTION (1.2); FOLLOW UP WORK RE SAME (0.3).
		<b>18.10</b>	
<b>Total Counsel</b>		<b>18.10</b>	
DE ELIZALDE D	10/17/05	0.80	REVIEWED AND REVISED MOTION, ORDER AND NOTICE TO REJECT PACIFIC RIM AGREEMENT (0.8).
DE ELIZALDE D	10/20/05	3.80	REVIEWED AND REVISED TERM SHEET RE NIAGARA MOHAWK AND ASSUMPTION OF POWER CONTRACTS (3.8).
DE ELIZALDE D	10/21/05	2.70	DRAFTED TERM SHEET RE NIAGARA MOHAWK (2.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	10/22/05	0.20	ANALYZED ISSUE RE NIAGARA MOHAWK (0.2).
		7.50	
MEISLER RE	10/16/05	3.00	REVIEW AND REVISE DURASWITCH LICENSE REJECTION MOTION (1.5); PACIFIC RIM LEASE REJECTION (1.5).
MEISLER RE	10/17/05	6.40	REVIEW AND REVISE HSBC P-CARD MOTION (2.1); REVIEW AND REVISE DURASWITCH LEASE REJECTION MOTION AND REVIEW CONTRACT RE SAME (2.2); REVIEW AND REVISE PACIFIC RIM REJECTION (1.5); TELECONFERENCE WITH B. GROSSMAN RE NIAGARA MOHAWK (0.3) AND ATTENTION TO SAME (0.2); CONFERENCE WITH K. CRAFT RE SAME (0.1).
MEISLER RE	10/18/05	1.10	CONFERENCE WITH K. CRAFT RE NIAGARA MOHAWK (0.2); TELECONFERENCE WITH S. TOUSSI RE SAME (0.2); TELECONFERENCE WITH B. GROSSMAN RE SAME (0.4); TELECONFERENCE WITH D. DE ELIZALDE RE SAME (0.3).
MEISLER RE	10/19/05	0.20	WORKED ON NIAGARA MOHAWK SETTLEMENT (0.2).
MEISLER RE	10/20/05	1.30	TELECONFERENCE WITH D. DE ELIZALDE RE NIAGARA MOHAWK (0.1); REVIEW AND REVISE TERM SHEET RE SETTLEMENT AND ASSUMPTION OF NIAGARA MOHAWK SERVICES (1.2).
MEISLER RE	10/21/05	0.20	DRAFTED CORRESPONDENCE TO M. HALL RE TERMS OF NIAGARA MOHAWK SETTLEMENT (0.2).
MEISLER RE	10/22/05	0.60	CONTINUED EDITS TO NIAGARA MOHAWK TERMS SHEET (0.6).
MEISLER RE	10/25/05	0.50	EVALUATE OBJECTION TO DEBTORS' REQUEST TO REJECT DURASWITCH LICENSE (0.5).
MEISLER RE	11/06/05	0.50	ATTENTION TO CE TRANSACTION (0.5).
MEISLER RE	11/07/05	3.10	TELECONFERENCE WITH B. KAPLAN RE CE TRANSACTION (0.6); REVIEWED AND REVISED MOTION RE SAME (0.5); REVIEWED AND REVISED MOTION TO EFFECTUATE NIAGARA MOHAWK TRANSACTION (2.0).
MEISLER RE	11/08/05	1.50	CONTINUED TO REVIEW AND REVISE MOTION TO EFFECTUATE NIAGARA MOHAWK TRANSACTION (0.6); CONTINUED TO REVIEW AND REVISE MOTION RE CE TRANSACTION (0.9).
MEISLER RE	11/09/05	0.50	REVIEW MOTIONS TO COMPEL ASSUMPTION OR REJECTION (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	11/14/05	1.00	REVIEW AND ANALYZE MOTIONS TO COMPEL ASSUMPTION OR REJECTION (0.5); ATTENTION TO GE LETTER RE POSTPETITION DEFAULT (0.3); TELECONFERENCE WITH V. ZIEGLER RE SAME (0.2).
MEISLER RE	11/15/05	1.10	TELECONFERENCE WITH P. ZISSER, COUNSEL TO NYPA, RE ASSUMPTION OF NIMO TRANSACTION (0.1); TELECONFERENCE WITH P. ZISSER AND B. GROSSMAN RE ADJOURNMENT OF MATTER TO 1/5/06 OMNIBUS HEARING (0.1); DRAFTED CORRESPONDENCE RE SAME (0.1); REVIEWED EXECUTORY CONTRACT MATERIALS RE ANALYSIS FOR REJECTION (0.8).
MEISLER RE	11/17/05	0.20	REVIEWED MOTION BY SENSUS TO COMPEL ASSUMPTION OR REJECTION (0.2).
MEISLER RE	11/20/05	1.00	REVIEWED AND REVISED OMNIBUS OBJECTION TO MOTIONS TO COMPEL THE DEBTORS TO ASSUME OR REJECT EXECUTORY CONTRACTS (1.0).
MEISLER RE	11/21/05	2.70	CONFERENCE WITH M. MICHELI RE OBJECTION TO COMPEL ASSUMPTION OR REJECTION (0.2); REVIEWED OBJECTION AND COMMENTED (2.5).
MEISLER RE	11/22/05	1.60	TELECONFERENCE WITH J. O'NEILL RE ASSUMPTION OF PBR CONTRACT (0.1); FURTHER REVIEW AND COMMENT ON OBJECTION TO MOTIONS TO COMPEL ASSUMPTION OR REJECTION (1.5).
MEISLER RE	11/28/05	7.20	CONTINUED TO PREPARE FOR LITIGATION RE MOTIONS TO COMPEL ASSUMPTION OR REJECTION OF CONTRACTS (1.5); TELECONFERENCES WITH C. BOULBEL, COUNSEL TO RUSSELL REYNOLDS RE SAME (0.9); NOTES TO FILE RE SAME (0.3); TELECONFERENCE WITH H. BAER RE POTENTIAL SETTLEMENT OF RUSSELL REYNOLDS (0.1); REVIEWED AND REVISED SCRIPTS AND PROFFER RE SAME (1.5); DRAFTED Q&A RE SAME (1.7); TELECONFERENCES WITH J. O'NEILL (0.4); REVIEWED AND REVISED LETTER TO J. O'NEILL (0.8).
MEISLER RE	11/29/05	3.10	WORKED ON CE ASSUMPTION (2.8); TELECONFERENCE WITH CE AND ITS COUNSEL RE SAME (0.3).
MEISLER RE	11/30/05	0.30	TELECONFERENCE WITH J. O'NEILL RE PBR PROPOSAL; DRAFTED NOTES TO FILE RE SAME (0.3).

37.10

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	11/11/05	0.70	BEGAN REVIEW OF MATERIAL DOCUMENTS FOR PBR KNOXVILLE (0.3); REVIEW LETTERS REQUESTING ASSUMPTION OR REJECTION OF EXECUTORY CONTRACTS (0.4).
MICHELI MJ	11/12/05	3.90	BEGAN REVIEW OF MOTIONS TO COMPEL ASSUMPTION OR REJECTION OF EXECUTORY CONTRACTS (1.3); IN CONNECTION WITH MOTIONS FOR ASSUMPTION OR REJECTION OF EXECUTORY CONTRACTS, BEGAN RESEARCH RE CAUSE (2.6).
MICHELI MJ	11/15/05	2.50	CONTINUED DRAFTING OBJECTION TO MOTIONS TO COMPEL ASSUMPTION OR REJECTION OF EXECUTORY CONTRACT (0.7); RESEARCH CASE PRECEDENT IN CONNECTION WITH OBJECTION (0.8); CONTINUED RESEARCH RE SECOND CIRCUIT CASES RE SAME (1.0).
MICHELI MJ	11/16/05	6.20	CONTINUED DRAFTING OBJECTION TO MOTIONS TO COMPEL ASSUMPTION REJECTION (1.2); CONTINUED REVISIONS TO MOTIONS TO COMPEL ASSUMPTION OR REJECTION (2.2); IN CONNECTION WITH MOTIONS TO COMPEL ASSUMPTION OR REJECTION CONTINUED RESEARCH RE SECOND CIRCUIT LAW (1.9); REVIEW AND ANALYSIS OF RUSSELL REYNOLDS CONTRACT (0.7); TELECONFERENCE WITH D. ALEXANDER RE SAME (0.2).
MICHELI MJ	11/17/05	4.70	CONTINUED DRAFTING OBJECTION TO MOTIONS TO COMPEL ASSUMPTION REJECTION (2.2); BEGAN REVIEW OF AND ANALYSIS OF PBR KNOXVILLE JOINT VENTURE (0.5); BEGAN REVISIONS TO MOTIONS TO COMPEL ASSUMPTION OR REJECTION (1.1); IN CONNECTION WITH MOTIONS TO COMPEL ASSUMPTION OR REJECTION CONTINUED RESEARCH RE SECOND CIRCUIT LAW (0.9).
MICHELI MJ	11/18/05	6.20	CONTINUED DRAFTING OBJECTION TO MOTIONS TO COMPEL ASSUMPTION REJECTION (2.2); CORRESPONDENCE WITH S. CORCORAN RE SENSUS, PILLARHOUSE AND SOLECTRON RE CONTRACT MATTERS (0.4); BEGAN REVISIONS TO MOTIONS TO COMPEL ASSUMPTION OR REJECTION (1.6); IN CONNECTION WITH MOTIONS TO COMPEL ASSUMPTION OR REJECTION CONTINUED RESEARCH RE SECOND CIRCUIT LAW (0.9); ANALYSIS OF NORTHWEST AND DELTA PRECEDENT RE SAME (1.1).
MICHELI MJ	11/19/05	0.40	REVIEW AMENDED MOTION OF SENSUS (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	11/20/05	3.10	IN CONNECTION WITH PBR KNOXVILLE, BEGAN RESEARCH RE JOINT VENTURE AND BANKRUPTCY LAW (2.3); ANALYSIS OF APPLICATION OF LAW RE SAME (0.6); BEGAN REVIEW OF OBJECTION TO MOTIONS TO COMPEL ASSUMPTION OR REJECTION (0.2).
MICHELI MJ	11/21/05	6.60	CONTINUED REVISIONS TO OBJECTION TO MOTIONS TO COMPEL ASSUMPTION AND REJECTION RE COMMENTS RECEIVED (3.9); RESEARCH CONTRACT ISSUES FOR SOLECTRON RE SAME (0.6); RESEARCH CONTRACT MATTERS FOR PILLARHOUSE RE SAME (0.4); RESEARCH CONTRACT MATTERS FOR SENSUS RE SAME (0.9); BEGAN REVIEW OF COMMENTS FROM S. CORCORAN RE SAME (0.3); CONTINUED REVIEW OF PBR KNOXVILLE RE MEMO TO BE DRAFTED (0.5).
MICHELI MJ	11/22/05	5.80	CONTINUED REVISIONS TO OBJECTION TO MOTIONS TO COMPEL ASSUMPTION OR REJECTION OF EXECUTORY CONTRACTS (3.2); TELECONFERENCE WITH K. CRAFT RE SAME (0.3); INCORPORATED COMMENTS FROM K. CRAFT AND S. CORCORAN RE OBJECTION TO MOTIONS TO COMPEL ASSUMPTION OR REJECTION OF EXECUTORY CONTRACTS (1.5); PREPARED OBJECTION TO BE FILED (0.8).
MICHELI MJ	11/23/05	2.80	TELECONFERENCE WITH K. LAW RE SOLECTRON AND MOTION TO COMPEL ASSUMPTION OR REJECTION (0.3); DRAFTED CORRESPONDENCE RE SAME (0.3); BEGAN DRAFTING SCRIPT FOR OBJECTION TO MOTIONS TO COMPEL ASSUMPTION OR REJECTION OF EXECUTORY CONTRACTS (1.9); REVIEW OF PBR KNOXVILLE JOINT VENTURE MATERIALS (0.3).
MICHELI MJ	11/25/05	2.50	BEGAN REVIEW OF PBR KNOXVILLE MEMO RE JOINT VENTURE RIGHTS (0.9); ANALYSIS OF CASE LAW RE SAME (0.7); BEGAN DRAFTING LETTER RE SAME (0.9).
MICHELI MJ	11/26/05	0.30	REVIEW MATERIALS AND CORRESPONDENCE RE SOLECTRON (0.3).
MICHELI MJ	11/28/05	0.60	BEGAN REVIEW OF LETTER TO PBR KNOXVILLE (0.2); DRAFTED CORRESPONDENCE TO K. LAW RE SOLECTRON (0.3); TELECONFERENCE WITH K. LAW RE SAME (0.1).
		46.30	
REESE RG	11/15/05	0.90	EVALUATE ISSUES RE TRANSPORTATION EQUIPMENT (0.9).
REESE RG	11/16/05	1.30	CONTINUE TO EVALUATE ISSUES RE TRANSPORTATION RELATED CONTRACTS (1.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

		<b>2.20</b>	
TOUSSI S	10/15/05	1.80	ADDRESS ISSUES RE VARIOUS EXECUTORY CONTRACT REJECTION MOTIONS (1.5); REVIEW MARKUP OF SAME (0.3).
TOUSSI S	11/07/05	4.80	EDIT AND REVISE MOTION TO ASSUME CONSUMERS ENERGY CONTRACT (2.0); EDIT AND REVISE RELATED ORDER AND AFFIDAVIT BY D. POOLE IN SUPPORT (2.2); REVIEW MOHAWK MOTION/ORDER (0.6).
TOUSSI S	11/08/05	4.30	DRAFT AND REVISE MOTION TO ASSUME CONTRACT WITH CONSUMERS ENERGY (2.2); REVIEW PAST CORRESPONDENCE AND CONTRACTS RE SAME (0.8); EDIT AND REVISE AFFIDAVIT OF D. POOLE IN SUPPORT OF THE MOTION (1.3).
TOUSSI S	11/09/05	5.70	EDIT AND REVISE MOTION TO APPROVE CONTRACT WITH CEC (2.3); CONFERENCE CALL WITH COMPANY RE EDITS TO MOTION/ORDER (0.4); VARIOUS TELECONFERENCES WITH B. KAPLAN RE SAME (0.4); DRAFT AND REVISE NOTICE OF MOTION (0.4); ADDRESS AND RESOLVE COMMENTS AND EDITS BY VARIOUS PARTIES (1.2); PREPARE SAME FOR FILING (1.0).
TOUSSI S	11/23/05	0.70	EDIT AND REVISE VARIOUS PROFFERS FOR SECOND OMNIBUS HEARING, INCLUDING PROFFERS FOR CEC MOTION (0.7).
TOUSSI S	11/29/05	3.20	ADDRESS ISSUES RE VARIOUS CONTESTED MOTIONS, INCLUDING CEC MOTION (2.2); FOLLOW-UP ISSUES RE REVISED CEC ORDER (1.0).
		<b>20.50</b>	
ZALTZMAN H*	11/28/05	3.50	PREPARE SCRIPTS FOR FOUR MOTIONS TO ASSUME EXECUTORY CONTRACTS--RUSSELL REYNOLDS, SOLECTRON, PILLARHOUSE, AND SENSUS (1.9); RESEARCH INFORMATION RE TERM AND TERMINATION OF ABOVE NAMED CONTRACTS (1.6).
		<b>3.50</b>	
ZIEGLER VE	10/20/05	2.70	REVIEW REQUESTS FOR ASSUMPTION OF EXECUTORY CONTRACTS (2.1); RETURN CALLS RE SAME (0.6).
ZIEGLER VE	10/21/05	2.50	TELECONFERENCE WITH M. DE CONZA RE DURASWITCH REJECTION (0.2); WORK ON SAME (1.1); WORK ON REQUEST FOR ASSUMPTION OF CONTRACT BY FEDEX TRADE NETWORKS (1.2).
ZIEGLER VE	11/01/05	2.50	REVIEW AND REVISE NIAGARA MOHAWK TERM SHEET (2.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	11/02/05	5.50	DRAFT NIMO MOTION, ORDER AND AFFIDAVIT (3.2); WORK ON CONSUMER'S ENERGY MOTION (2.3).
ZIEGLER VE	11/03/05	7.40	DRAFT MOTION RE ASSUMPTION OF UTILITY LETTER AGREEMENT WITH NIAGARA MOHAWK (4.5); DRAFT AFFIDAVIT RE SAME (2.1); TELECONFERENCE WITH DELPHI RE BUSINESS JUDGEMENT AND PRACTICAL ASPECTS OF ASSUMPTION (0.8).
ZIEGLER VE	11/04/05	4.70	WORK ON NIMO MOTION AND TERM SHEET (4.7).
ZIEGLER VE	11/07/05	7.40	DRAFT MOTION RE ASSUMPTION OF UTILITY LETTER AGREEMENT WITH N. MOHAWK (4.5); DRAFT AFFIDAVIT RE SAME (2.1); TELECONFERENCE WITH DELPHI RE BUSINESS JUDGEMENT AND PRACTICAL ASPECTS OF ASSUMPTION (0.8).
ZIEGLER VE	11/08/05	7.60	WORK ON MOTION, AFFIDAVIT AND ORDER TO ASSUME LETTER AGREEMENT WITH NIAGARA MOHAWK (4.7) WORK ON TERM SHEET RE SAME (2.9).
ZIEGLER VE	11/09/05	7.40	DRAFT NIMO MOTION, ORDER AND AFFIDAVIT (6.2); VARIOUS TELECONFERENCES WITH M. ZARNOSKI RE SAME (1.2).
ZIEGLER VE	11/10/05	7.40	DRAFT NIMO MOTION, ORDER AND AFFIDAVIT (6.2); TELECONFERENCES WITH M. ZARNOSKI RE SAME (1.2).
ZIEGLER VE	11/11/05	4.70	WORK ON NIMO MOTION AND TERM SHEET (4.7).
ZIEGLER VE	11/15/05	3.80	WORK ON APPLICATION TO NYPA FOR HYDRO POWER (2.1); EMAIL CORRESPONDENCE AND VARIOUS CALLS RE SAME (1.7).
ZIEGLER VE	11/18/05	4.40	WORK ON POSTPETITION PAYMENT DEFAULTS ISSUE ASSERTED BY GE (2.3) DRAFT EMAIL MEMO TO J. JARRETT AND C. SMYER FROM DELPHI RE SAME (2.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	11/30/05	4.80	REVIEW AND REVISE ORDERS DENYING MOTIONS TO COMPEL DEBTORS TO ASSUME OR REJECT EXECUTORY CONTRACTS (3.1); TELECONFERENCES WITH TED DONOVAN RE PILLARHOUS ORDER (0.6); VARIOUS TELECONFERENCES WITH DELPHI AND GE COUNSEL RE ALLEGED POST-PETITION DEFAULTS ON EXECUTORY CONTRACT (1.1).
		72.80	
<b>Total Associate/Law Clerk</b>		189.90	
DEMMA J	11/15/05	2.10	RESEARCH/PREPARE MATERIALS RE ASSUMPTION OF CONTRACTS (2.1).
		2.10	
SALAZAR AG	11/07/05	1.50	SEARCH DOCKET FOR PRECEDENT EXECUTORY CONTRACT MOTIONS (1.0); RESPOND TO REQUESTS FOR DOCUMENTS FILED (0.5).
		1.50	
<b>Total Legal Assistant</b>		3.60	
<b>TOTAL TIME</b>		<u><b>218.80</b></u>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Executory Contracts (Personalty)**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/15/05	Copy Center, D	22.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$22.00</b>
Telephone Expense	10/28/05	Telecommunications, D	0.35
Telephone Expense	10/28/05	Telecommunications, D	0.64
Telephone Expense	10/28/05	Telecommunications, D	0.12
Telephone Expense	11/23/05	Telecommunications, D	0.61
Telephone Expense	11/23/05	Telecommunications, D	0.21
Telephone Expense	11/23/05	Telecommunications, D	0.07
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$2.00</b>
Westlaw	11/12/05	Micheli MJ	47.57
Westlaw	11/15/05	Micheli MJ	132.24
Westlaw	11/16/05	Reese RG	12.77
Westlaw	11/18/05	Micheli MJ	118.94
Westlaw	11/20/05	Micheli MJ	164.18
Westlaw	11/21/05	Micheli MJ	98.30
Westlaw	11/22/05	Herriott AV	44.00
		<b>TOTAL WESTLAW</b>	<b>\$618.00</b>
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.23
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.23
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.15
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	7.39
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$8.00</b>
Out-of-Town Meals	10/17/05	Meisler RE	4.58
Out-of-Town Meals	10/17/05	Meisler RE	6.86
Out-of-Town Meals	10/18/05	Meisler RE	145.17
Out-of-Town Meals	10/18/05	Meisler RE	5.88
Out-of-Town Meals	11/28/05	Meisler RE	18.01

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	11/28/05	Meisler RE	32.48
Out-of-Town Meals	11/28/05	Meisler RE	45.02
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$258.00</b>
Wireless - Mobile/Cellular/Pager	11/09/05	Meisler RE	9.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$9.00</b>
		<b>TOTAL MATTER</b>	<b>\$917.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Executory Contracts (Personalty)**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
MARAFIOTI KA	12/13/05	0.90	WORK ON PILLARHOUSE NOTICE OF MOTION (0.1); MOTION (0.7) & ORDER (0.1) RE ASSUMPTION.
MARAFIOTI KA	12/16/05	0.40	WORK RE PILLARHOUSE MOTION (0.4).
		1.30	
<b>Total Partner</b>		1.30	
MATZ TJ	12/04/05	0.30	REVIEW CORRESPONDENCE RE G.E. MASTER LEASE AGREEMENT (0.3).
MATZ TJ	12/06/05	1.30	REVIEWING AND WORKING ON EDS CONTRACT MATTER (0.6); TELECONFERENCES WITH P. STURKENBOOM RE SAME (0.3); FOLLOW-UP WORK RE SAME (0.4).
MATZ TJ	12/14/05	1.40	TELECONFERENCES AND CORRESPONDENCE WITH COMPANY RE EDS CONTRACT, ACCRUAL MATTERS (0.8); FOLLOW UP WORK ON MEMORANDUM RE SAME (0.6).
MATZ TJ	12/16/05	0.50	CONTINUING WORK ON EDS MATTER, ADMINISTRATIVE CLAIM STATUS (0.5).
MATZ TJ	12/20/05	0.30	CORRESPONDENCE WITH COMPANY RE VARIOUS CONTRACT MATTERS, INCLUDING EDS (0.3).
MATZ TJ	12/21/05	0.70	FINALIZING MEMORANDUM RE EDS CONTRACT (0.4); TELECONFERENCE WITH J. PIAZZA, P. STURKENBOOM RE SAME (0.3).
		4.50	
<b>Total Counsel</b>		4.50	
DE ELIZALDE D	12/07/05	2.50	REVIEWED AND REVISED MEMO RE STATUS OF EDS CLAIM (2.5).
		2.50	
MEISLER RE	12/02/05	0.20	TELECONFERENCE WITH K. CRAFT RE EXECUTORY CONTRACT INQUIRY (0.2).
MEISLER RE	12/08/05	1.10	ATTENTION TO PBR REQUEST FOR ASSUMPTION OF ITS CONTRACTS (0.3); CONFERENCE WITH K. CRAFT AND T. LEWIS RE SAME (0.5); TELECONFERENCE WITH K. CRAFT AND J. O'NEILL RE SAME (0.3).
MEISLER RE	12/11/05	2.30	REVIEWED AND COMMENTED ON LEASE/EXECUTORY CONTRACT REJECTION PROCEDURES (1.5); REVIEWED AND COMMENTED ON MOTION TO ASSUME PILLARHOUSE CONTRACT (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	12/14/05	1.40	CONTINUED REVIEW OF MOTION TO ASSUME PILLARHOUSE CONTRACT (0.4); REVIEWED AND ANALYZED PULLMAN MOTION TO COMPEL ASSUMPTION OR REJECTION OF CERTAIN PACIFIC RIM LEASES (1.0).
MEISLER RE	12/16/05	1.20	TELECONFERENCE WITH J. SHEEHAN RE BOOZ ALLEN (0.2); TELECONFERENCE WITH R. MARINO RE SAME (0.4); FOLLOW-UP WITH J. SHEEHAN RE SAME (0.1); FINALIZE PILLARHOUSE MOTION (0.5).
MEISLER RE	12/20/05	0.80	ATTENTION TO PULLMAN MOTION TO COMPEL DEBTORS TO ASSUME OR REJECT (0.8).
MEISLER RE	12/21/05	1.50	REVIEW DRAFT MOTION BY PBR TO COMPEL ASSUMPTION OR REJECTION OF SUPPLY CONTRACT (0.6); TELECONFERENCE WITH J. O'NEILL RE PBR REQUEST TO ASSUME SUPPLY AGREEMENT (0.1); DRAFTED NOTES TO FILE RE SAME (0.8).
MEISLER RE	12/23/05	0.30	ATTENTION TO PULLMAN SETTLEMENT TERMS AND ADJOURNMENT OF PULLMAN'S MOTION TO COMPEL ASSUMPTION OR REJECTION OF LEASES (0.3).
MEISLER RE	12/30/05	0.20	REVIEW AND COMMENT ON PULLMAN SCRIPT (0.2).
		9.00	
MICHELI MJ	12/01/05	0.10	REVIEW OF PILLARHOUSE ORDER TO COMPEL ASSUMPTION (0.1).
MICHELI MJ	12/05/05	0.60	BEGAN ANALYSIS OF PILLARHOUSE CONTRACT RE ASSUMPTION OR REJECTION IN CONNECTION WITH COURT ORDER (0.6).
MICHELI MJ	12/07/05	6.30	DRAFTED AND REVIEWED CORRESPONDENCE RE ASSUMPTION OR REJECTION OF CONTRACT WITH PILLARHOUSE (0.8); IN CONNECTION WITH MOTIONS TO ASSUME OR REJECT EXECUTORY CONTRACTS, BEGAN RESEARCHING PRECEDENT AND CASE LAW FOR SDNY (1.6); BEGAN DRAFTING MOTION TO ASSUME PILLARHOUSE CONTRACT (2.2); TELECONFERENCE WITH J. HACKETT RE SAME (0.3); TELECONFERENCE WITH T. DONOVAN RE SAME (0.2); CORRESPONDENCE RE ESPEC AND POTENTIAL MOTION TO COMPEL ASSUMPTION OR REJECTION (0.6); CONTINUED REVIEW OF PEPCO MOTION RE COMPEL ASSUMPTION OR REJECTION (0.6).
MICHELI MJ	12/08/05	1.90	TELECONFERENCE WITH M. KAMISCHKE RE PEPCO MOTION TO COMPEL ASSUMPTION OR REJECTION (0.2); DRAFTED AND REVIEWED CORRESPONDENCE RE ASSUMPTION OR REJECTION OF CONTRACT WITH PILLARHOUSE (0.3); CONTINUED DRAFTING MOTION TO ASSUME PILLARHOUSE CONTRACT (0.9); DRAFTED ORDER TO ASSUME PILLARHOUSE (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	12/09/05	2.60	CONTINUED DRAFTING AND REVISING MOTION (1.9) AND ORDER (0.7) TO ASSUME PILLARHOUSE CONTRACT.
MICHELI MJ	12/12/05	1.60	CONTINUED REVISIONS TO MOTION (1.1) AND ORDER (0.5) TO ASSUME PILLARHOUSE CONTRACT RE COMMENTS RECEIVED.
MICHELI MJ	12/13/05	2.40	CONTINUED REVISIONS TO MOTION (1.5) AND ORDER (0.4) TO ASSUME PILLARHOUSE CONTRACT RE COMMENTS RECEIVED; REVIEW OF SAME IN PREPARATION OF FILING (0.5).
MICHELI MJ	12/14/05	0.30	CORRESPONDENCE WITH J. HACKETT RE PILLARHOUSE MOTION (0.3).
MICHELI MJ	12/16/05	2.90	FINAL REVISIONS TO PILLARHOUSE PLEADING RE COMMENTS RECEIVED (1.3); PREPARE PILLARHOUSE PLEADINGS FOR FILING (0.7); REVIEW ESPEC CONTRACT RE ASSUMPTION OR REJECTION (0.6); TELECONFERENCE WITH T. DONOVAN RE SAME (0.3).
MICHELI MJ	12/21/05	0.90	BEGAN DRAFTING PILLARHOUSE SCRIPT (0.3); REVIEW ESPEC MOTION TO COMPEL ASSUMPTION OR REJECTION (0.6).
MICHELI MJ	12/22/05	1.70	REVIEW MATERIALS IN CONNECTION WITH SOLECTRON ORDER DENYING ASSUMPTION OR REJECTION (0.2); TELECONFERENCE WITH J. HACKETT AND Y. ELISSA RE ESPEC MOTION (0.3); TELECONFERENCE WITH T. DONOVAN RE SAME (0.1); DRAFTED LETTER TO ESPEC RE SAME (1.1).
MICHELI MJ	12/23/05	2.60	TELECONFERENCE WITH T. DONOVAN RE ESPEC (0.1); CORRESPONDENCE WITH T. DONOVAN RE SAME (0.2); REVISED ESPEC LETTER RE COMMENTS RECEIVED (0.5); DRAFTED PILLARHOUSE SCRIPT (1.8).
MICHELI MJ	12/26/05	0.20	REVIEW AND SEND ESPEC LETTER TO T. DONOVAN (0.2).
		24.10	
ZALTZMAN H*	12/05/05	3.30	EDS CONTRACT PRORATION QUESTION; INVOLVED CASE RESEARCH AND ANALYSIS (3.3).
ZALTZMAN H*	12/06/05	4.10	DO FURTHER LEXIS AND LIBRARY RESEARCH RE PRORATION ISSUE (4.1).
ZALTZMAN H*	12/07/05	3.20	RESEARCH EDS MINIMUM COMMITMENT ISSUE MORE (1.9); DRAFT MEMO RE SAME (1.3).
ZALTZMAN H*	12/08/05	2.10	RECEIVE COMMENTS/QUESTIONS FROM TM RE EDS PRORATION MEMO (2.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	12/09/05	2.40	REVISE EDS PRORATION MEMO (1.2); REVIEW MOTION TO ESTABLISH PROCEDURE TO REJECT OR ASSUME EXECUTORY CONTRACTS AND LEASES (1.2).
ZALTZMAN H*	12/12/05	0.70	REVIEW EDS MEMO RE PRORATION OF DAMAGES (0.7).
ZALTZMAN H*	12/14/05	4.20	DRAFT AND ADDITIONAL RESEARCH EDS MEMO (4.2).
ZALTZMAN H*	12/15/05	3.40	RESEARCH AND ANALYZE JP MORGAN AIRCRAFT LEASE PENALTY INTEREST ISSUE (3.4).
ZALTZMAN H*	12/16/05	1.80	REVISE EDS MEMO (1.8).
ZALTZMAN H*	12/19/05	1.90	DISCUSS LIEN ISSUE RE HADLEY & ALRICH WITH M. HALL AT DELPHI (1.9).
ZALTZMAN H*	12/23/05	4.50	RESEARCH RE SCOPE OF OBLIGATION FOR "CURE" RE VIKING ASSUMPTION ISSUE (4.5).
ZALTZMAN H*	12/27/05	1.80	CONTINUE CASE LAW RESEARCH RE SCOPE OF "CURE" REQUIREMENTS (1.8).
		<b>33.40</b>	
ZIEGLER VE	12/02/05	2.70	WORK ON GE'S REQUEST FOR ASSUMPTION OF THE EXECUTORY CONTRACT (2.1); EMAIL CORRESPONDENCE RE SAME (0.6).
ZIEGLER VE	12/22/05	1.30	WORK ON WELLS FARGO'S ASSUMPTION REQUEST (1.0); TELECONFERENCE WITH M. MICHELLI RE SAME (0.3).
		<b>4.00</b>	
<b>Total Associate/Law Clerk</b>		<b>73.00</b>	
<b>TOTAL TIME</b>		<b><u>78.80</u></b>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Executory Contracts (Personalty)**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	12/13/05	Copy Center, D	12.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$12.00</b>
Telephone Expense	12/29/05	Telecommunications, D	2.41
Telephone Expense	12/29/05	Telecommunications, D	4.00
Telephone Expense	12/29/05	Telecommunications, D	0.59
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$7.00</b>
Postage	12/09/05	Office Admin, D	1.53
Postage	12/09/05	Office Admin, D	3.06
Postage	12/09/05	Office Admin, D	44.41
		<b>TOTAL POSTAGE</b>	<b>\$49.00</b>
Lexis/Nexis	12/21/05	Zaltzman H	119.00
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$119.00</b>
Westlaw	12/02/05	Herriott AV	136.08
Westlaw	12/06/05	Reese RG	12.92
		<b>TOTAL WESTLAW</b>	<b>\$149.00</b>
Messengers/ Courier	12/27/05	Dist Serv/Mail/Page, D	6.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$6.00</b>
		<b>TOTAL MATTER</b>	<b>\$342.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Executory Contracts (Personalty)**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
MARAFIOTI KA	01/16/06	0.70	REVIEWED AND REVISED DRAFT MOTION TO REJECT EXECUTORY CONTRACTS (0.7).
MARAFIOTI KA	01/17/06	0.70	ANALYZE NYSEG/LOCKPORT CONTRACT ISSUES (0.7).
		<b>1.40</b>	
SPRINGER DE	01/12/06	2.10	TELECONFERENCES WITH WORKING GROUP RE NILES ISSUES (1.1); TELECONFERENCES D. SHIVAKUMAR RE NILES SITUATION (0.5); REVIEW CORRESPONDENCE RE NILES SITUATION (0.5).
		<b>2.10</b>	
<b>Total Partner</b>		<b>3.50</b>	
MATZ TJ	01/03/06	0.30	TELECONFERENCE WITH P. STURKENBOOM RE EDS CONTRACT CLAIM (0.2); FOLLOW UP RE SAME (0.1).
MATZ TJ	01/10/06	0.40	FURTHER ANALYSIS OF EDS CONTRACT, CLAIM AND RESPONSE (0.4).
MATZ TJ	01/12/06	1.00	REVISE AND FINALIZE MEMORANDUM RE EDS MINIMUM COMMITMENT CONTRACT (0.8); CORRESPONDENCE WITH P. STURKENBOOM RE SAME (0.2).
MATZ TJ	01/13/06	2.50	PREPARATION FOR JAN. 13 COURT HEARING (1.8); REVIEW EMAILS AND CORRESPONDENCE (0.7).
MATZ TJ	01/23/06	0.60	CORRESPONDING WITH P. STURKENBOOM RE EDS MINIMUM COMMITMENT CONTRACT (0.3); FOLLOW UP WORK RE SAME (0.3).
MATZ TJ	01/25/06	0.30	FURTHER CORRESPONDENCE RE COMPANY POSITION RE EDS CONTRACT CLAIM (0.3).
MATZ TJ	01/31/06	0.20	REVIEW AND REVISE CURE AMOUNT NOTICE RE CONSUMERS ENERGY CONTRACT (0.2).
		<b>5.30</b>	
<b>Total Counsel</b>		<b>5.30</b>	
HERRIOTT AV	01/11/06	0.90	RESEARCH RE IPSO FACTO CLAUSES IN CONTRACTS (0.9).
HERRIOTT AV	01/12/06	1.80	CONTINUE IPSO FACTO RESEARCH IN RESPONSE TO COMPANY QUESTION (1.8).
		<b>2.70</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	01/10/06	4.20	DISCUSS EDS MINIMUM COMMITMENT ON PHONE WITH PARTNERS (0.3); REVIEW TWO MAJOR CASES RE EDS MINIMUM COMMITMENT MEMO-- LOEWS AND IN RE PETRIE (1.4); RE-DRAFT CHANGES TO EDS MINIMUM COMMITMENT MEMO INCORPORATING NEW CASE LAW AND RECENT DISCUSSIONS (2.5).
ZALTZMAN H*	01/11/06	2.90	RESEARCH SEVERAL CASES FOR EDS MINIMUM COMMITMENT MEMO, INCLUDING A.H. ROBBINS AND AMALGAMATED, AND CONTINUE REVIEW OF MEMO (2.9).
ZALTZMAN H*	01/12/06	3.20	REVIEW FINAL EDS MEMO RE PRORATION OF DAMAGES (3.2).
ZALTZMAN H*	01/16/06	3.20	CONSTRUCTIVE TRUST DISCUSSION 363 MOTION TO HAND OVER TO THE UNIVERSITIES (0.4); CONTINUE REVIEW OF CASES RE CONSTRUCTIVE TRUSTS INVOLVING FEDERAL GRANT MONEY, INCLUDING IN RE JOLLIET, IN RE PREMIER AIRWAYS, IN RE LAN, COUNIHAN V. ALL STATE, GAFFREY V. RUBBINO (2.8).
		13.50	
ZIEGLER VE	01/03/06	1.10	WORK ON ASSUMPTION/ REJECTION REQUEST OF WELLS FARGO (1.1).
		1.10	
<b>Total Associate/Law Clerk</b>		17.30	
SALAZAR AG	01/24/06	3.20	RESEARCH BANKRUPTCY CASES FOR PRECEDENT RE CONTRACTS AND SERVICE (3.2).
		3.20	
<b>Total Legal Assistant</b>		3.20	
<b>TOTAL TIME</b>		<b><u>29.30</u></b>	

\* Law clerks are law school graduates who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Executory Contracts (Personalty)**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	01/03/06	Micheli MJ	362.04
Air/Rail Travel - vendor feed	01/05/06	Micheli MJ	378.16
Air/Rail Travel - vendor feed	01/05/06	Micheli MJ	-378.16
Air/Rail Travel - vendor feed	01/05/06	Micheli MJ	405.96
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$768.00</b>
In-house Reproduction	01/24/06	Copy Center, D	6.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$6.00</b>
Telephone Expense	01/27/06	Telecommunications, D	7.12
Telephone Expense	01/27/06	Telecommunications, D	8.50
Telephone Expense	01/27/06	Telecommunications, D	0.38
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$16.00</b>
Outside Research/Internet Services	01/06/06	Pacer Service Center	9.28
Outside Research/Internet Services	01/06/06	Pacer Service Center	1.72
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$11.00</b>
Wireless - Mobile/Cellular/Pager	12/09/05	Meisler RE	10.52
Wireless - Mobile/Cellular/Pager	01/09/06	Meisler RE	2.48
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$13.00</b>
		<b>TOTAL MATTER</b>	<b>\$814.00</b>

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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-19  
LEASES (REAL PROPERTY)  
286.8 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Leases (Real Property)

Bill Date: 12/30/05  
Bill Number: 1091378

NAME	DATE	HOURS	DESCRIPTION
WEXLER MP	10/24/05	1.40	REVIEW DOCUMENTATION RE PROPOSED NEW LEASE IN ANDERSON, INDIANA AND APPROPRIATE PROCESS FOR APPROVAL (0.6); REVIEW CASE LAW IN PREPARATION FOR MEETING IN TROY RE PAYMENT UNDER LEASES IN CHAPTER 11 (0.8).
WEXLER MP	10/26/05	0.70	MEETINGS WITH J. JAFFURS, J. BEAUDOEN AND D. BICKNELL RE LEASE TRANSACTION IN ANDERSON, INDIANA (0.4) AND FOLLOW UP TELECONFERENCES AND CORRESPONDENCE WITH R. EISENBERG OF FTI RE SPECIFICS OF TRANSACTION FOR CREDITORS' COMMITTEE (0.3).
WEXLER MP	10/27/05	1.20	FOLLOW UP WITH FTI (R. EISENBERG AND J. GUGLIELMO) RE ANDERSON, INDIANA LEASE AND COMMITTEE QUESTIONS IN CONNECTION THEREWITH, INCLUDING MULTIPLE TELECONFERENCES AND CORRESPONDENCE IN CONNECTION THEREWITH (0.8); FOLLOW UP WITH J. BEAUDOEN RE PAYMENT OF POST-PETITION OCTOBER RENT (0.2); REVIEW NOTICE ISSUES FOR 365(D)(4) EXTENSION MOTION (0.2).
WEXLER MP	10/28/05	2.30	CORRESPONDENCE AND TELECONFERENCES WITH FTI (J. GUGLIELMO AND J. WADA) RE BUSINESS CASE FOR ENTERING INTO 8600 SQ. FT. LEASE FOR EMPLOYEES IN ANDERSON, INDIANA AND RESPONSES TO CREDITORS' COMMITTEE ADVISORS AND COUNSEL (1.1) AND FOLLOW UP TELECONFERENCES WITH J. BEAUDOEN FOR ADDITIONAL INFORMATION REQUESTED (0.6); FOLLOW UP TELECONFERENCE WITH H. BAER OF LATHAM RE SAME (0.3); FOLLOW UP ON ISSUES OF WHETHER JLL LEASE ADMINISTRATORS FALL UNDER HUMAN CAPITAL ORDER (0.3).
WEXLER MP	10/31/05	0.30	FOLLOW UP ON COMMITTEE VIEW OF ANDERSON, INDIANA LEASE AND DISCUSS STATUS WITH J. JAFFURS (0.3).
WEXLER MP	11/01/05	0.80	FOLLOW UP WITH COMMITTEE RE ANDERSON, INDIANA LEASE (0.2) AND DISCUSS WITH J. JAFFURS AND J. BEAUDOEN (0.2); TELECONFERENCES AND CORRESPONDENCE WITH J. BEAUDOEN RE EXTENSION OF 365(D)(4) DEADLINE (0.2) AND FOLLOW UP ON STRATEGY FOR SAME (0.2).
WEXLER MP	11/02/05	0.20	REVIEW COMPANY REQUEST TO ENTER INTO TRUCKING LEASE IN ADRIAN, MI AND PROCESS TO ACCOMPLISH SAME (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WEXLER MP	11/07/05	0.20	CONSIDER STRATEGY FOR TIMING OF LEASE REJECTION PROCEDURES MOTION (0.2).
WEXLER MP	11/08/05	0.70	REVIEW AND COMMENT ON DRAFT OF MOTION TO EXTEND 365(D)(4) DEADLINE (0.4); REVIEW STRATEGY FOR LEASE REJECTION PROCEDURES MOTION (0.3).
WEXLER MP	11/09/05	0.50	TELECONFERENCE WITH K. BERLIN RE ABILITY TO REJECT LEASE AND IMPACT ON ENVIRONMENTAL CLEANUP (0.2); REVIEW AND COMMENT ON REVISIONS TO MOTION AND ORDER FOR 365(D)(4) EXTENSION (0.3).
WEXLER MP	11/14/05	0.30	REVIEW AND COMMENT ON LANGUAGE TO BE ADDED TO LEASES IN CONNECTION WITH LEASE EXTENSIONS OR AMENDMENTS (0.3).
WEXLER MP	11/15/05	1.20	PARTICIPATE IN REAL ESTATE WORKING GROUP MEETING TO DISCUSS LEASE ISSUES INCLUDING PARAMETERS OF ORDINARY COURSE LEASES, PROCEDURES FOR RENEWAL AND SPECIFIC ISSUES RE DEARBORN MICHIGAN, ANDERSON INDIANA, IRVINE CALIFORNIA AND FORD CUSTOMER SERVICE CENTER LEASES (0.9) AND DISCUSS 365(D)(4) MOTION AND HEARING (0.3).
WEXLER MP	11/17/05	0.50	TELECONFERENCE AND CORRESPONDENCE WITH J. JAFFURS AND J. BEAUDOEN RE ORDINARY COURSE LEASES AND APPROVAL LEVELS (0.3) AND FOLLOW UP ON REQUESTS (0.2).
WEXLER MP	11/23/05	1.10	REVIEW OBJECTION OF ORIX WARREN LLC TO 365(D)(4) EXTENSION (0.2); TELECONFERENCE WITH J. BEAUDOEN AND J. JAFFURS RE LEASE SPECIFICS (0.2) AND CONSIDER STRATEGY FOR DEALING WITH SAME (0.3); REVIEW AND COMMENT ON DRAFT OF PROFFER FOR 365(D)(4) MOTION (0.4).
WEXLER MP	11/25/05	0.70	FOLLOW UP ON RESOLUTION OF ORIX OBJECTION TO MOTION TO EXTEND 365(D)(4) DEADLINE (0.7).
WEXLER MP	11/26/05	0.40	FOLLOW UP AND REVIEW CORRESPONDENCE RE SETTLEMENT OF ORIX OBJECTION TO 365(D)(4) EXTENSION (0.4).
WEXLER MP	11/27/05	0.30	REVIEW AND COMMENT ON CORRESPONDENCE RE SETTLEMENT OF ORIX OBJECTION TO 365(D)(4) EXTENSION (0.3).
WEXLER MP	11/28/05	1.00	REVIEW AND COMMENT ON SEVERAL DRAFTS OF REVISED 365(D)(4) ORDER (0.6); REVIEW AND COMMENT ON ISSUES RAISED BY OBJECTOR IN REVISED ORDER AND APPROPRIATE RESOLUTION OF SAME (0.4).
WEXLER MP	11/29/05	0.20	CORRESPONDENCE WITH CLIENT RE 365(D)(4) ORDER (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

		14.00	
<b>Total Partner</b>		<b>14.00</b>	
DANZ CE	10/24/05	2.90	EVALUATE THE BUFFALO, NY UTILITY ISSUE (0.3); CONTINUED INVESTIGATION INTO PAYMENTS UNDER THE HUMAN CAPITAL ORDER (0.4); REVIEWED AND REVISED COMPANY STRATEGY SESSION AGENDA (1.3); REVIEW ANDERSON, IN LEASE (0.5); COMMUNICATION WITH J. JAFFERS, J. BEAUDOEN RE GENERAL REAL ESTATE ISSUES (0.4).
DANZ CE	10/27/05	1.40	COMMUNICATION WITH J. BEAUDOEN AND D. SOKO RE ANDERSON, INDIANA AND RELATED FOLLOW-UP (0.5); COMMUNICATION WITH J. WADA, J. GUGLIELMO AND R. EISENBERG RE ANDERSON LOCATION AND FACTS (0.4); EVALUATE REAL ESTATE NOTICE FOR UPCOMING 365(D)4 MOTION AND COMMUNICATION WITH J. BEAUDOEN (0.5).
DANZ CE	10/31/05	0.20	EVALUATE OPUS WEST PURCHASE AGREEMENT (0.2).
DANZ CE	11/01/05	0.90	COMMUNICATION WITH J. BEAUDON AND FOLLOWUP ON NOTICE ISSUES (0.9).
DANZ CE	11/04/05	1.00	REVIEW AND COMMENTS TO THE REJECTION PROCEDURES MOTION AND THE 365(D)4 LEASE EXTENSION MOTION (0.6), REVISIONS TO THE AIR PERMIT LETTER (0.4).
DANZ CE	11/08/05	0.70	REVIEW OF REVISED 365(D)4 MOTION (0.7).
DANZ CE	11/09/05	1.00	SUPERVISED SERVICE OF THE 365(D)4 AND JLL MOTIONS TO ENSURE SERVICE TO THE PROPER PARTIES (0.4); REVIEW OF STATUTE AS TO 365(D)4 (0.3); COMMUNICATION WITH J. BEAUDOEN RE FACTS OF MOTION (0.3).
DANZ CE	11/14/05	0.40	DRAFTED NONASSUMPTION LANGUAGE FOR FUTURE LEASES AND CIRCULATED THE SAME TO C. COMERFORD (0.4).
DANZ CE	11/15/05	1.40	PARTICIPATED IN REAL ESTATE STRATEGY MEETING IN TROY, MICHIGAN WITH J. JAFFURS, J. BEAUDOEN, C. COMERFORD, K. JONES, AND D. BICKNELL FROM DELPHI; DISCUSSION OF LEASE PROCESSES UNDER THE CODE, THE FORD DEARBORN LEASE REDUCTION ISSUE, ANDERSON, INDIANA ISSUE, LEASE OBLIGATION ISSUES AT IRVINE, CA AND PREPARATION FOR THE FILING OF THE 365(D)4 MOTION (1.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DANZ CE	11/21/05	3.90	REVIEW OF COURT DOCKET FOR RECENT PLEADINGS (0.5), REVIEW OF INCOMING COMMUNICATIONS (0.7); CONTINUED NEGOTIATION WITH J. WISLER RE SETTLEMENT OF 365(D)4 ISSUE (0.8); ATTENTION TO REVISIONS OF 365(D)4 AND BLACKLINE (0.5); REVIEW OF CRITICAL DATES MATERIALS FROM COMPANY (0.7); REVIEW OF BUSINESS DECISION PATH CHART AND COMMENTS THERETO (0.7).
DANZ CE	11/22/05	1.10	REVIEW OF INCOMING CORRESPONDENCE (0.7); BEGAN REVIEW MATERIAL FOR LEASE OBLIGATIONS LETTER TO LANDLORD (0.4).
DANZ CE	11/23/05	3.70	PREPARATION FOR UPCOMING HEARING (0.3); REVIEW OF 365(D)4 PRECEDENT (0.6); NEGOTIATION WITH J. WISLER TO SETTLE 365(D)4 OBJECTION AND RELATED DISCUSSION OF STRATEGY (1.1); REVIEW OF THE 365(D)4 PROFFER (0.4), COMMUNICATION WITH J. BEAUDOEN INVESTIGATING WARREN, OHIO LEASE (0.4); REVIEW OF DOCKET FOR COURT FILINGS (0.5); REVIEW OF SERVICES ISSUES AS TO 365(D)4 (0.4).
DANZ CE	11/28/05	2.70	CONTINUED NEGOTIATION WITH J. WISLER RE SETTLEMENT OF 365(D)4 ISSUE (0.8); REVISIONS OF 365(D)4 ORDER AND BLACKLINE (0.5); REVIEW OF CRITICAL DATES MATERIALS FROM COMPANY (0.7); REVIEW OF BUSINESS DECISION PATH CHART AND COMMENTS THERETO (0.7).
DANZ CE	11/30/05	2.30	REVIEW OF CASE CORRESPONDENCE (0.6); REVIEW OF DOCKET (0.3); REVIEW OF BANKRUPTCY CODE SECTIONS (0.5) AND REVIEW OF CRITICAL LEASE DATA (0.3), FIELDLED QUESTIONS RE LEASE RENEWALS (0.6).
		<b>23.60</b>	
DE ELIZALDE D	11/01/05	6.30	ANALYSIS RE REAL ESTATE ISSUES (0.5); ANALYSIS OF PRECEDENTS RE PROCEDURES FOR REJECTING UNEXPIRED REAL PROPERTY LEASES (2.1); DRAFTING RE MOTION APPROVING PROCEDURES FOR REJECTING UNEXPIRED REAL PROPERTY LEASES (3.7).
DE ELIZALDE D	11/02/05	4.90	DRAFTING RE MOTION APPROVING PROCEDURES FOR REJECTING UNEXPIRED REAL PROPERTY LEASES (1.8); REVIEWED AND REVISED MOTION, NOTICE, AND ORDER RE EXTENSION OF SECTION 365(D) (4) DEADLINE (1.4); DRAFTED NOTICE AND ORDER RE MOTION APPROVING PROCEDURES FOR REJECTING UNEXPIRED REAL PROPERTY LEASES (1.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	11/03/05	5.90	DRAFTING ORDER, NOTICE OF MOTION AND FORM OF NOTICE OF REJECTION OF LEASES RE MOTION TO APPROVE PROCEDURES FOR REJECTING NONRESIDENTIAL REAL PROPERTY LEASES (3.8); REVIEWED AND REVISED MOTION TO EXTEND TIME TO ASSUME OR REJECT REAL PROPERTY LEASES (1.1); OVERSEEING CITE-CHECKING OF SAID MOTIONS (1.0).
DE ELIZALDE D	11/07/05	4.40	REVIEWED PRECEDENTS RE MOTION TO APPROVE PROCEDURES FOR REJECTING LEASES (2.5); DRAFTED MOTION TO APPROVE PROCEDURES FOR REJECTING LEASES (1.9).
DE ELIZALDE D	11/08/05	1.40	REVIEWED AND REVISED 365(D)(4) MOTION (1.4).
DE ELIZALDE D	11/09/05	1.90	REVIEWED AND REVISED 365(D)(4) MOTION AND SUPERVISED SUCH FILING AND SERVICE (1.9).
DE ELIZALDE D	11/10/05	0.40	SUPERVISED SERVICE OF MOTION RE EXTENSION OF 365(D)(4) PERIOD (0.4).
DE ELIZALDE D	11/15/05	1.40	MEETING WITH THE CLIENT RE UPCOMING EXPIRING LEASES AND LEASES TO BE REJECTED OR RENEWED (1.4).
DE ELIZALDE D	11/22/05	2.50	DRAFTED RESPONSE TO OBJECTION TO 365(D)(4) MOTION (2.5).
DE ELIZALDE D	11/23/05	3.50	DRAFTED RESPONSE TO ORIX'S OBJECTION TO MOTION EXTENDING 365(D)(4) DEADLINE (2.9); REVIEWED PROFFER RE MOTION EXTENDING 365(D)(4) DEADLINE (0.6).
DE ELIZALDE D	11/25/05	2.80	REVIEWED AND REVISED RESPONSE TO OBJECTION RE 365(D)(4) MOTION (2.8).
DE ELIZALDE D	11/27/05	2.50	REVIEWED AND REVISED PROPOSED ORDER EXTENDING 365(D)(4) AS PER ORIX'S OBJECTION (2.5).
DE ELIZALDE D	11/28/05	1.80	REVIEWED AND REVISED 365(D)(4) ORDER AND PROFFER (1.8).
		39.70	
MEISLER RE	10/28/05	0.70	TELECONFERENCE WITH M. WEXLER RE ENTRY INTO NEW LEASE (0.2); TELECONFERENCE WITH H. BAER AND M. WEXLER RE SAME (0.3); TELECONFERENCE WITH J. GUGLIELMO RE SAME (0.2).
MEISLER RE	10/31/05	1.40	CONFERENCE WITH M. WEXLER RE REAL ESTATE MATTERS (1.1); DRAFTED NOTES TO SELF RE SAME (0.3).
MEISLER RE	11/01/05	0.10	TELECONFERENCE WITH H. BAER RE LEASES (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	11/06/05	1.40	REVIEWED AND REVISED 365(D)(4) MOTION (0.7); REVIEWED AND REVISED LEASE REJECTION PROCEDURES (0.7).
MEISLER RE	11/08/05	1.60	CONTINUED TO REVIEW AND REVISE 365(D)(4) MOTION (1.0); CONTINUED TO REVIEW AND REVISE LEASE REJECTION PROCEDURES (0.5); CONFERENCES WITH M. WEXLER RE SAME (0.1).
MEISLER RE	11/18/05	0.30	TELECONFERENCE WITH D. DE ELIZALDE RE STATUS OF REAL ESTATES MATTERS (0.2); TELECONFERENCE WITH M. MICHELI RE STATUS OF 365(D)(4) (0.1).
MEISLER RE	11/22/05	0.70	CONFERENCE WITH M. WEXLER RE REAL ESTATE TRANSACTIONS (0.7).
MEISLER RE	11/23/05	0.70	TELECONFERENCE WITH M. WEXLER RE 365(D)(4) OBJECTION (0.2); ANALYZED SAME (0.5).
MEISLER RE	11/25/05	1.10	REVIEWED AND COMMENTED ON 365(D)(4) RESPONSE (1.1).
MEISLER RE	11/28/05	1.90	WORKED ON RESOLVING ORIX OBJECTION TO 365(D)(4) MOTION (0.8); TELECONFERENCES WITH C. DANZ RE SAME (0.2); TELECONFERENCE WITH M. WEXLER RE SAME (0.1); TELECONFERENCE WITH J. WISSLER COUNSEL TO ORIX RE SAME (0.3); REVIEWED AND REVISED ORDER RE SAME (0.5).
		<b>9.90</b>	
MICHELI MJ	11/07/05	3.60	BEGAN REVIEW OF MOTION FOR EXTENSION OF 365(D)(4) DEADLINE AND BACKGROUND INFORMATION (1.2); BEGAN REVISIONS TO MOTION AND ORDER FOR EXTENSION OF 365(D)(4) DEADLINE (0.7); BEGAN REVISIONS TO MOTION FOR LEASE REJECTION PROVISIONS (1.1); REVIEW REVISED VERSION OF MOTION FOR EXTENSION OF 365(D)(4) DEADLINE REFLECTING COMMENTS MADE (0.6).
MICHELI MJ	11/08/05	3.90	CONTINUED REVIEW OF 365(D)(4) MOTION RE COMMENTS RECEIVED (0.5); BEGAN REVISIONS RE SAME (3.4).
MICHELI MJ	11/09/05	3.40	REVIEW OF THE MOTION FOR EXTENSION OF THE 365(D)(4) DEADLINE TO ASSUME OR REJECT EXECUTORY CONTRACTS (0.2); REVISIONS TO 365(D)(4) MOTION RE COMMENTS RECEIVED (1.2); FINAL REVIEW OF 365(D)(4) MOTION AND ORDER IN PREPARATION FOR FILING (1.1); PREPARED MATERIALS FOR FILING (0.9).
MICHELI MJ	11/10/05	0.10	REVIEW SERVICE MATTERS IN CONNECTION WITH 365(D)(4) MOTION (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	11/20/05	0.30	BEGAN REVIEW OF PRECEDENT FOR RESPONSE TO 365(D)(4) OBJECTIONS (0.3).
MICHELI MJ	11/21/05	0.90	BEGAN REVIEW OF SCRIPT FOR 365(D)(4) MOTION (0.5); BEGAN REVIEW OF PRECEDENT RE 365(D)(4) RESPONSES (0.4).
MICHELI MJ	11/22/05	0.20	CONTINUED REVIEW OF OBJECTION TO 365(D)(4) MOTION (0.2).
MICHELI MJ	11/24/05	1.90	BEGAN REVISIONS TO 365(D)(4) RESPONSE (1.9).
MICHELI MJ	11/25/05	1.10	CONTINUED REVISIONS TO RESPONSE TO 365(D)(4) OBJECTION (1.1).
MICHELI MJ	11/28/05	0.40	REVISIONS TO 365(D)(4) ORDER RE RESPONSE RECEIVED (0.4).
		15.80	
REESE RG	10/26/05	3.90	ATTEND MEETING WITH J. JAFFURS, M. WEXLER, C. DANZ AND OTHERS RE VARIOUS REAL ESTATE ISSUES (3.9).
		3.90	
TOUSSI S	10/16/05	0.70	REVIEW LEASE REJECTION MOTION (0.7).
TOUSSI S	10/17/05	1.50	ADDRESS ISSUES RE LEASE REJECTION MOTION (1.5).
		2.20	
ZALTZMAN H*	11/01/05	1.80	BEGIN DRAFTING UNEXPIRED LEASES EXTENSION 365(D)(4) MOTIONS (1.8).
ZALTZMAN H*	11/02/05	4.30	CONTINUED TO PREPARE 365(D)(4) MOTION AND ORDER FOR MOTION AND NOTICE OF MOTION (4.3).
ZALTZMAN H*	11/03/05	0.60	REVIEW FINAL MOTIONS AND MAKE CHANGES (0.6).
ZALTZMAN H*	11/06/05	0.50	REVIEW MARKUP OF 365(D)(4) MOTIONS AND MAKE APPROPRIATE EDITS (0.5).
ZALTZMAN H*	11/07/05	5.70	REVIEW AND REDRAFT 365(D)(4) MOTIONS RE EXTENSION OF TIME TO REJECT OR ASSUME LEASES (2.1); REDRAFT PLEADINGS IN ACCORDANCE TO THE EXTENSION DEADLINE IN MOTIONS, NOTICE OF MOTION, AND ORDER TO REFLECT PROJECTED MATURITY (3.6).
ZALTZMAN H*	11/08/05	3.70	COMPLETE REVIEW AND DRAFTING OF 365(D)(4) MOTIONS (3.7).
ZALTZMAN H*	11/09/05	0.60	EDIT TO 365(D)(4) LEASE EXTENSION MOTIONS (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	11/18/05	2.10	BEGIN DRAFTING SCRIPT FOR 365(D)(4) MOTION TO EXTEND DEADLINE TO ASSUME OR REJECT RESIDENTIAL REAL PROPERTY LEASES (2.1).
ZALTZMAN H*	11/23/05	1.20	EDIT 365(D)(4) SCRIPT (1.2).
		<b>20.50</b>	
<b>Total Associate/Law Clerk</b>		<b>115.60</b>	
ZSOLDOS AF	11/02/05	0.90	SEARCH SYSTEM FOR PRECEDENT MOTION EXTENDING DEADLINE FOR NON-RESIDENTIAL LEASES (0.9).
ZSOLDOS AF	11/07/05	1.50	DOCKET SEARCH FOR PRECEDENT MOTION TO REJECT LEASES IN VARIOUS CASES (0.7); DOCKET SEARCH IN VARIOUS CASES FOR PRECEDENT ORDER TO REJECT REAL PROPERTY LEASE (0.4); DOCKET SEARCH IN VARIOUS CASES FOR PRECEDENT MOTION TO EXTEND DEADLINE TO ASSUME LEASE (0.4).
ZSOLDOS AF	11/08/05	2.70	SEARCH VARIOUS CASES FOR PRECEDENT MOTION TO AUTHORIZE PROCEDURES TO REJECT EXECUTORY CONTRACTS (2.7).
ZSOLDOS AF	11/21/05	0.90	CHECK DELTA AND NORTHWEST DOCKETS FOR OBJECTIONS TO AND DEBTOR'S RESPONSE TO OBJECTIONS TO 365(D)(4) MOTION TO ASSUME OR REJECT LEASES (0.9).
		<b>6.00</b>	
<b>Total Legal Assistant</b>		<b>6.00</b>	
<b>TOTAL TIME</b>		<b><u>135.60</u></b>	

\* Law clerks are law school graduates who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Leases (Real Property)**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	10/25/05	Danz CE	399.80
Air/Rail Travel - vendor feed	10/26/05	Wexler MP	436.20
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$836.00</b>
In-house Reproduction	11/11/05	Copy Center, D	6.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$6.00</b>
Telephone Expense	10/28/05	Telecommunications, D	0.01
Telephone Expense	11/23/05	Telecommunications, D	4.15
Telephone Expense	11/23/05	Telecommunications, D	6.80
Telephone Expense	11/23/05	Telecommunications, D	0.99
Telephone Expense	11/23/05	Telecommunications, D	0.05
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$12.00</b>
Lexis/Nexis	11/07/05	Zaltzman H	40.07
Lexis/Nexis	11/08/05	Zaltzman H	480.09
Lexis/Nexis	11/22/05	De Elizalde D	529.63
Lexis/Nexis	11/23/05	De Elizalde D	46.73
Lexis/Nexis	11/28/05	De Elizalde D	23.36
Lexis/Nexis	11/29/05	De Elizalde D	283.82
Lexis/Nexis	11/29/05	Zaltzman H	101.00
Lexis/Nexis	11/30/05	De Elizalde D	504.30
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$2,009.00</b>
Westlaw	11/03/05	Amodeo JA	102.52
Westlaw	11/03/05	Medlin LA	634.06
Westlaw	11/04/05	Medlin LA	7.42
		<b>TOTAL WESTLAW</b>	<b>\$744.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Messengers/ Courier	11/29/05	Dist Serv/Mail/Page, D	7.43
Messengers/ Courier	11/29/05	Dist Serv/Mail/Page, D	6.19
Messengers/ Courier	11/29/05	Dist Serv/Mail/Page, D	6.19
Messengers/ Courier	11/29/05	Dist Serv/Mail/Page, D	6.19
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$26.00</b>
		<b>TOTAL MATTER</b>	<b>\$3,633.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Leases (Real Property)**

**Bill Date: 01/31/06  
Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
MARAFIOTI KA	12/13/05	1.90	WORK ON MOTION FOR PROCEDURES TO REVIEW REALTY LEASES (0.8) AND PROPOSED ORDER (0.1); WORK ON MOTION TO REJECT LEASES (0.5), NOTICE OF MOTION (0.1), NOTICE OF REJECTION (0.2) AND PROPOSED ORDER (0.2).
MARAFIOTI KA	12/16/05	1.20	WORK ON MOTION TO APPROVE LEASE REJECTION AND ABANDONMENT PROCEDURES (0.5); WORK ON MOTION RE LEASE RENEWAL AND AMENDMENT PROCEDURES (0.7).
MARAFIOTI KA	12/19/05	0.20	TELECONFERENCE FROM M. BROUDE RE REAL PROPERTY MOTION (0.1); CORRESPONDENCE RE SAME (0.1).
MARAFIOTI KA	12/22/05	0.20	DISCUSS REAL PROPERTY PROCEDURES AND MESSAGE FROM M. BROUDE RE SAME (0.2).
MARAFIOTI KA	12/28/05	0.30	REVIEWED AND REVISED LEASE PROCEDURES AND LEASE REJECTION ORDERS (0.3).
		<b>3.80</b>	
WEXLER MP	12/01/05	1.60	TELECONFERENCE WITH D. SOKOL, J. BEAUDOEN AND JLL RE LEASE ISSUES (1.2) AND FOLLOW UP ON ISSUES RAISED (0.2); FOLLOW UP ON ABILITY TO REJECT LEASE WITH JOINT VENTURE OWNED PARTIALLY BY DELPHI (0.2).
WEXLER MP	12/02/05	1.20	REVIEW UNDERLYING PROPOSALS FOR LEASE PROCEDURES AND LEASE REJECTION MOTIONS (0.4) AND REVIEW AND COMMENT ON SEVERAL DRAFTS OF PROPOSED BOARD AND COMMITTEE PRESENTATION AND CORRESPONDENCE WITH CLIENT OUTLINING SAME (0.8).
WEXLER MP	12/05/05	2.00	REVIEW POSSIBLE PRECEDENT AND STRUCTURE OF PROPOSED MOTION TO APPROVE LEASE PROCEDURES (0.8) AND FOLLOW UP ON STRATEGY FOR SAME (0.6); REVIEW ENVIRONMENTAL ISSUES IN CONNECTION WITH REJECTION OF LEASE AND SUBLEASE TENANTED BY DELPHI JOINT VENTURE (0.3); FOLLOW UP ON C. HITCHCOCK INQUIRY RE ABILITY TO REJECT LEASE IN SPITE OF CLEANUP REQUIREMENTS AND IMPACT THEREON (0.3).
WEXLER MP	12/06/05	0.20	REVIEW, WITH K. BERLIN, ISSUES IN CONNECTION WITH REJECTION OF LEASE WITH ENVIRONMENTAL OBLIGATIONS (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WEXLER MP	12/07/05	0.40	REVIEW STRATEGY AND SUBSTANCE OF MOTION FOR PROCEDURES TO ENTER INTO LEASES (0.4).
WEXLER MP	12/08/05	0.50	REVIEW ISSUES RE LEASE PROCEDURE MOTION (0.2) AND TELECONFERENCE WITH M. KAMISCHKE RE NATURE OF LEASES TO BE ENTERED INTO (0.1) AND FOLLOW UP ON TELECONFERENCE WITH J. BEAUDOEN (0.2).
WEXLER MP	12/12/05	0.60	REVIEW AND COMMENT ON RESPONSES TO CLIENT RE IMPACT OF LEASE REJECTION ON ENVIRONMENTAL CLEANUP RESPONSIBILITIES (0.3) AND FOLLOW UP ON FURTHER REQUESTS FROM C. HITCHCOCK RE SAME (0.3).
WEXLER MP	12/13/05	2.50	REVIEW AND COMMENT ON SEVERAL DRAFTS OF LEASE PROCEDURES MOTION (1.3); REVIEW AND COMMENT ON DRAFT OF MOTION AND ORDER FOR LEASE REJECTION PROCEDURES AND REVIEW ISSUES IN CONNECTION THEREWITH (1.2).
WEXLER MP	12/14/05	1.70	REVIEW AND COMMENT ON SEVERAL REVISED DRAFTS OF MOTIONS AND ORDERS FOR LEASE PROCEDURES (0.9) AND LEASE REJECTION PROCEDURES AND NOTICE (0.8).
WEXLER MP	12/15/05	0.40	FOLLOW UP ON LEASE PROCEDURES MOTION AND QUESTIONS RAISED RE NUMBER OF LEASES TO BE ENTERED INTO IN CONNECTION THEREWITH (0.4).
WEXLER MP	12/19/05	1.30	REVIEW COMMENTS OF COMMITTEE ON LEASE PROCEDURES AND REJECTION MOTIONS AND DETERMINE STRATEGY FOR DEALING WITH SAME (0.7); REVIEW CORRESPONDENCE FROM LANDLORDS AND FORWARD TO CLIENT (0.6).
WEXLER MP	12/20/05	0.80	FOLLOW UP ON COMMITTEE COMMENTS ON LEASE REJECTION PROCEDURES AND TIMING AND REVIEW CASE PRECEDENT RE SAME (0.8).
WEXLER MP	12/21/05	0.30	REVIEW STRATEGY FOR RESPONSE TO COMMITTEE COMMENTS ON LEASE REJECTION MOTION (0.3).
WEXLER MP	12/22/05	0.90	TELECONFERENCE WITH M. BROUDE RE COMMITTEE COMMENTS TO LEASE REJECTION AND NEW/RENEWED LEASE PROCEDURES MOTIONS (0.2) AND FOLLOW UP RE RESPONDING TO SAME (0.3); REVIEW ISSUES RAISED BY GE RE LEASE REJECTION PROCEDURES MOTION AND APPROPRIATE RESPONSE THERETO (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WEXLER MP	12/26/05	0.70	REVIEW AND COMMENT ON REVISED ORDER FOR LEASE PROCEDURES MOTION (0.5); REVIEW AND COMMENT ON REVISED ORDER FOR LEASE REJECTION MOTION (0.2).
WEXLER MP	12/28/05	0.60	REVIEW AND COMMENT ON REVISED ORDERS FOR LEASE REJECTIONS AND LEASE PROCEDURES (0.6).
WEXLER MP	12/29/05	0.60	REVIEW OBJECTION OF ORIX WARREN RE LEASE REJECTION PROCEDURES (0.3) AND FOLLOW UP ON STRATEGY FOR DEALING WITH SAME (0.3).
		<b>16.30</b>	
<b>Total Partner</b>		<b>20.10</b>	/
DANZ CE	12/01/05	2.10	EVALUATE REJECTION ISSUES FOR JOINT VENTURE ISSUES (0.7), CONFERENCE CALL WITH J. BEAUDOEN, D. SOKOL, E. STEFFEE AND C. HITCHCOCK AND RELATED FOLLOW UP ON LARADO, TEXAS LEASE ISSUE (1.4).
DANZ CE	12/02/05	1.20	DRAFTED COMMITTEE PRESENTATION MATERIALS RELATING TO LEASES FOR UPCOMING MEETING (0.7), COMMUNICATION WITH J. BEAUDOEN RE AUTHORITY RELATING TO NEW LEASES AND RELATED DRAFTING (0.5).
DANZ CE	12/05/05	1.80	DEVELOPED STRATEGY REGARDING REJECTION OF LEASE WITH SPECIAL BUSINESS CONCERN ITEMS FOR TENANT AND LANDLORD AND COMMUNICATIONS WITH C. HITCHCOCK (0.6); REVIEW LEASE PROCEDURES MOTION PRECEDENT AND ATTENTION TO BUSINESS NEED FOR AUTHORITY (1.2).
DANZ CE	12/06/05	1.40	DISCUSSION WITH C. HITCHCOCK RE ENVIRONMENTAL POST REJECTION OBLIGATIONS, DRAFTED MEMO RE THE SAME (0.7), BEGAN DRAFTING MOTION ON LEASE PROCEDURES (0.7).
DANZ CE	12/08/05	2.10	FINALIZED FORM LETTER FOR LEASE OBLIGATIONS AND COMMUNICATION WITH L. JANKOW (0.8), MARKUP OF THE LEASE REJECTION MOTION (0.6), CONTINUED RESEARCH FOR LEASE PROCEDURES MOTION (0.7).
DANZ CE	12/09/05	4.80	DRAFTED THE LEASE PROCEDURES MOTION AND REVIEWED CASE LAW PRECEDENT (4.8).
DANZ CE	12/10/05	0.80	REVISIONS TO THE LEASE PROCEDURES MOTION (0.8).
DANZ CE	12/12/05	1.20	CONTINUED REVISIONS TO THE LEASE PROCEDURES MOTION (1.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DANZ CE	12/13/05	2.00	COMMUNICATION FROM R. JANGER (0.2), CONTINUED CHANGES TO THE LEASE PROCEDURES MOTION (0.6), REVIEW OF PRECEDENT FOR LEASE REJECTION MOTION (0.5), REVISIONS TO THE LEASE REJECTION ORDER (0.3), REVISIONS TO THE LEASE PROCEDURES ORDER (0.4).
DANZ CE	12/14/05	0.70	CHANGES TO THE NOTICE OF LEASE REJECTION, REVISED AND CIRCULATED DRAFTS OF THE LEASE REJECTION AND LEASE PROCEDURES MOTIONS (0.7).
DANZ CE	12/15/05	1.50	WORK ON FILINGS OF THE LEASE REJECTION PROCEDURES AND THE LEASE AUTHORITY PROCEDURES (0.7), UPDATED COMPANY ON AUTHORITY IN EACH MOTION AND REVISED DOCUMENTS WITH FINAL COMMENTS (0.8).
DANZ CE	12/16/05	2.00	COORDINATE SERVICE OF THE LEASE PROCEDURES AND LEASE REJECTION MOTION, CONFIRMED FINAL CHANGES WITH COMPANY (RE DEPARTMENT) AND COORDINATED CHANGES ON MOTION (2.0).
DANZ CE	12/21/05	0.40	TELECONFERENCE FROM J. GUGLIELMO AND FOLLOW UP WITH J. BEAUDOEN (0.4).
DANZ CE	12/27/05	0.40	REVISIONS TO THE LEASE REJECTION AND LEASE PROCEDURES ORDER AND CIRCULATED THE SAME (0.4).
DANZ CE	12/28/05	1.10	NEGOTIATION WITH E. LAZAROU RE OBJECTION TO LEASE REJECTION PROCEDURES MOTION, DRAFTED REVISED LANGUAGE TO THE ORDER AND CIRCULATED REVISED ORDER (0.7), CIRCULATED REVISED LEASE PROCEDURES AND LEASE REJECTION ORDERS TO M.BROUDE (0.4).
		<b>23.50</b>	
DE ELIZALDE D	12/05/05	3.90	ANALYSIS OF PRECEDENTS OF MOTION TO APPROVE PROCEDURES FOR REJECTING EXECUTORY CONTRACTS IN THE 2D CIRCUIT (1.4); REVIEWED AND REVISED MOTION TO APPROVE PROCEDURES FOR REJECTING EXECUTORY CONTRACTS AND LEASES (2.5).
DE ELIZALDE D	12/06/05	2.40	REVIEWED AND REVISED MOTION TO AUTHORIZE PROCEDURES FOR REJECTION OF CONTRACTS AND LEASES (2.4).
DE ELIZALDE D	12/07/05	2.80	REVIEWED AND REVISED MOTION, ORDER, NOTICE OF REJECTION AND NOTICE OF MOTION RE PROCEDURES TO REJECT CONTRACTS AND LEASES (2.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	12/09/05	3.70	DRAFTED MOTION, ORDER AND NOTICE RE PROCEDURES TO REJECT LEASES (1.6); ANALYSIS OF PRECEDENTS RE REPLY TO OBJECTIONS TO MOTION RE PROCEDURES TO REJECT LEASES (0.9); DRAFTED PROFFER RELATED TO THE PROCEDURES TO REJECT LEASES MOTION (1.2).
DE ELIZALDE D	12/12/05	2.40	DRAFTED MOTION, ORDER AND NOTICE RE PROCEDURES TO REJECT LEASES (0.9); ANALYSIS OF PRECEDENTS RE REPLY TO OBJECTIONS TO MOTION RE PROCEDURES TO REJECT LEASES (1.5).
DE ELIZALDE D	12/14/05	1.70	RESEARCH RE ACCRUAL METHOD IN THE SECOND CIRCUIT (1.7).
DE ELIZALDE D	12/15/05	1.50	REVIEWED AND REVISED MOTION, ORDER AND NOTICE RE PROCEDURES TO REJECT LEASES (1.5).
DE ELIZALDE D	12/16/05	2.00	REVIEWED AND REVISED MOTION, ORDER AND NOTICE RE PROCEDURES TO REJECT LEASES (INCLUDED COMPANY'S COMMENTS) (2.0).
		<b>20.40</b>	
MEISLER RE	12/12/05	1.30	REVIEW AND COMMENT ON MOTION AUTHORIZING PROCEDURES TO ENTER INTO NEW LEASES (1.3).
MEISLER RE	12/13/05	1.00	REVIEWED AND COMMENTED ON MOTION FOR PROCEDURES TO REJECT LEASES (1.0).
MEISLER RE	12/14/05	1.00	CONTINUED REVIEW OF LEASE REJECTION PROCEDURES MOTION (0.5); CONTINUED REVIEW OF MOTION FOR PROCEDURES TO ENTER INTO NEW LEASES (0.5).
MEISLER RE	12/15/05	0.80	FINAL REVIEW AND COMMENT ON LEASE REJECTION MOTION (0.4) AND PROCEDURES TO ENTER INTO NEW LEASES (0.4).
MEISLER RE	12/16/05	0.80	CONFERENCE WITH M. WEXLER RE REAL PROPERTY MATTERS (0.3); FINALIZE LEASE RELATED MOTIONS (0.5).
MEISLER RE	12/21/05	0.40	EVALUATE COMMENTS TO LEASE RELATED MOTIONS (0.4).
MEISLER RE	12/22/05	0.20	REVIEWED GE CORRESPONDENCE IN RESPONSE TO DEBTORS' MOTION FOR PROCEDURES TO REJECT LEASES (0.2).
MEISLER RE	12/29/05	0.50	TELECONFERENCE WITH C. DANZ RE OBJECTION TO LEASE REJECTION PROCEDURES (0.1); ATTENTION TO SAME (0.4).
MEISLER RE	12/30/05	1.10	REVIEW AND COMMENT ON LEASE PROCEDURES SCRIPT (0.5); REVIEW AND COMMENT ON LEASE REJECTION PROCEDURES SCRIPT (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

		<b>7.10</b>	
REESE RG	12/21/05	0.40	ATTENTION TO ISSUES RE LEASES RELATED TO INDUSTRIAL REVENUE BOND FINANCINGS (0.4) .
REESE RG	12/30/05	1.50	REVIEW OF PLEADINGS RE LEASE REJECTION PROCEDURES (0.9); ATTENTION TO ISSUES RE RESPONSE TO OBJECTION RE SAME (0.6) .
		<b>1.90</b>	
ZALTZMAN H*	12/14/05	0.80	CHECK CASE LAW AND FIND NEW CASE LAW FOR PARAGRAPH 24 OF THE LEASE PROCEDURES MOTION (0.8) .
ZALTZMAN H*	12/29/05	0.40	COORDINATE RESPONDING TO ORIX WARREN'S OBJECTION TO THE UNEXPIRED LEASES MOTION (0.4) .
		<b>1.20</b>	
ZIEGLER VE	12/22/05	1.10	WORK ON GE'S INFORMAL OBJECTION TO LEASE REJECTION PROCEDURES MOTIONS (1.1) .
ZIEGLER VE	12/28/05	0.60	WORK ON LEASE REJECTION PROCEDURE ORDER (0.6) .
ZIEGLER VE	12/29/05	3.50	WORK ON PROFFERS AND SCRIPTS RE NIAGARA MOHAWK; LEASE PROCEDURES AND LEASE REJECTION MOTIONS (3.5) .
		<b>5.20</b>	
<b>Total Associate/Law Clerk</b>		<b>59.30</b>	
<b>TOTAL TIME</b>		<b><u>79.40</u></b>	

\* Law clerks are law school graduates who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Leases (Real Property)**

**Bill Date: 01/31/06  
Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	12/02/05	Copy Center, D	23.49
In-house Reproduction	12/06/05	Copy Center, D	0.51
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$24.00</b>
Telephone Expense	12/29/05	Telecommunications, D	2.88
Telephone Expense	12/29/05	Telecommunications, D	0.43
Telephone Expense	12/29/05	Telecommunications, D	1.69
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$5.00</b>
Lexis/Nexis	12/05/05	Danz CE	39.16
Lexis/Nexis	12/09/05	Danz CE	86.35
Lexis/Nexis	12/12/05	De Elizalde D	12.49
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$138.00</b>
Wireless - Mobile/Cellular/Pager	12/21/05	Wexler MP	2.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$2.00</b>
		<b>TOTAL MATTER</b>	<b>\$169.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Leases (Real Property)**

**Bill Date: 02/28/06  
Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	01/24/06	1.20	PREPARE FOR JANUARY 25TH COORDINATION AND STRATEGY MEETING WITH D. SHERBIN, M. LOEB, J. PAPELIAN AND COUNSEL FOR REGULATORY AND PRIVATE LITIGATION IN NEW YORK CITY (0.9); REVIEW LEAD PLAINTIFF DRAFT ORDER RE CONTESTED HEARING (0.3).
		1.20	
WEXLER MP	01/03/06	1.90	REVIEW ISSUES IN CONNECTION WITH ORIX WARREN OBJECTION TO LEASE REJECTION PROCEDURES, INCLUDING REVIEW AND COMMENT ON LANGUAGE PROPOSED BY LANDLORD AND NEGOTIATION STRATEGIES (0.8); TELECONFERENCE WITH A. CARGILE RE ASSUMPTION OF COLUMBIA TENNESSEE LEASE (0.3) AND CORRESPONDENCE TO CARGILE AND CLIENT RE SAME (0.2) AND DISCUSS ISSUES WITH J. BEAUDOEN AND D. SOKOL (0.4); TELECONFERENCE WITH CLIENT RE 1/5 MEETING IN TROY TO DISCUSS ENVIRONMENTAL MATTERS ON LEASED AND OWNED PROPERTIES (0.2).
WEXLER MP	01/04/06	0.90	TELECONFERENCES WITH A. CARGILE RE COLUMBIA TENNESSEE LEASE (0.6) AND FOLLOW UP ON ISSUES RAISED (0.3).
WEXLER MP	01/05/06	1.70	PREPARATION FOR (0.8) AND PARTICIPATE IN MEETING WITH M. HESTER, K. JONES, J. JAFFURS, J. BEAUDOEN AND J. WALLEE RE ENVIRONMENTAL ISSUES AND STRATEGY FOR LEASES TO BE REJECTED (0.7); DISCUSS LAREDO LEASE ISSUES WITH J. BEAUDOEN AND STRATEGY FOR DEALING WITH LANDLORD IN CONNECTION THEREWITH (0.2).
WEXLER MP	01/06/06	0.20	REVIEW ISSUES IN CONNECTION WITH REJECTION OF LEASE WITH INERDEHL SUBLEASE (0.2).
WEXLER MP	01/09/06	0.30	REVIEW BUSINESS CASE FOR REJECTION OF TWO INDIANAPOLIS LEASES (0.3).
WEXLER MP	01/11/06	0.30	REVIEW AND COMMENT ON AGENDA FOR TELECONFERENCE RE LEASE REJECTION PROCEDURES (0.3).
WEXLER MP	01/16/06	0.40	REVIEW AND COMMENT ON NOTICE OF REJECTION FOR INDIANAPOLIS LEASE AND REVISIONS THERETO (0.4).
WEXLER MP	01/18/06	0.80	REVIEW MOTION OF CHEROKEE NORTH KANSAS CITY TO SHORTEN 365(D)(4) AND POSSIBLE STRATEGIES FOR DEALING WITH SAME (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WEXLER MP	01/20/06	0.30	REVIEW STRATEGY FOR DEALING WITH CHEROKEE MOTION TO SHORTEN 365(D) (4) (0.3) .
WEXLER MP	01/23/06	0.40	REVIEW STATUS AND CONSIDER STRATEGY FOR OBJECTION TO MOTION OF LANDLORD OF CHEROKEE NORTH KANSAS CITY LEASE (0.4) .
WEXLER MP	01/24/06	0.90	REVIEW AND COMMENT ON COMMITTEE PRESENTATION ON LEASE REJECTIONS IN JANUARY (0.2); CORRESPONDENCE AND TELECONFERENCE WITH ATTORNEY FOR UNIVERSAL TOOL RE REJECTION OF LEASES IN INDIANA (0.3) AND FOLLOW UP ON SAME (0.2); FOLLOW UP ON NOTICE TO BE PREPARED RE FORD MOTOR COMPANY LEASE (0.2) .
WEXLER MP	01/26/06	0.30	REVIEW STRATEGY FOR OBJECTING TO CHEROKEE MOTION TO SHORTEN TIME TO ASSUME LEASE (0.3) .
WEXLER MP	01/30/06	0.80	REVIEW OBJECTION OF UTE TO REJECTION OF INDIANA LEASES AND CONSIDER STRATEGY FOR DEALING WITH SAME (0.6); FOLLOW UP WITH CLIENT RE NECESSARY INFORMATION (0.2) .
WEXLER MP	01/31/06	1.50	REVIEW AND COMMENT ON OBJECTION TO MOTION TO ASSUME CHEROKEE NORTH KANSAS CITY LEASE (0.8); PARTICIPATE IN STRATEGY SESSION RE RESPONSES TO CHEROKEE AND TO UNIVERSAL TOOL & ENGINEERING OBJECTION TO REJECTION OF LEASES (0.7) .
		<b>10.70</b>	
<b>Total Partner</b>		<b>11.90</b>	
MATZ TJ	01/19/06	0.30	REVIEWING AND FOLLOW UP RE MOTION RE ASSUMPTION/REJECTION OF KANSAS CITY LEASE (0.3) .
MATZ TJ	01/31/06	0.70	REVIEW AND COMMENT ON OBJECTION TO COMPEL ASSUMPTION/REJECTION OF CHEROKEE LEASE (0.7) .
		<b>1.00</b>	
<b>Total Counsel</b>		<b>1.00</b>	
DANZ CE	01/03/06	3.00	NEGOTIATION WITH J. WISLER RE 365(D)4 OBJECTION, FOLLOW UP WITH THE COMPANY (J. BEAUDOEN) RE THE PROPOSED SETTLEMENTS AND WORKED TO COMPROMISE A SETTLEMENT AND REVISE ORDER (1.8); FOLLOWUP ON D. SKEKLOFF ISSUE (FT. WAYNE) (0.4); CHANGES TO THE LEASE PROCEDURE ORDER DOCUMENTS AND RELATED FOLLOWUP (0.8) .

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DANZ CE	01/04/06	3.80	ATTENTION TO THE LEASE PROCEDURES AND LEASE REJECTION ORDERS (1.1); REVIEW AND REVISIONS TO THE PROFFERS (0.8); ATTENTION TO J. WISLER ISSUE (0.5); RESEARCH INTO SERVICE OF LANDLORD DASCO ISSUE AND SECURED PROOF OF SERVICE (0.7); REVIEW INCOMING DISTRIBUTIONS (0.7).
DANZ CE	01/05/06	1.10	COMMUNICATION WITH M. LINDSEY (0.4); COMMUNICATION WITH REAL ESTATE J. BEAUDOEN REVIEW AND EMAIL DISTRIBUTION (0.7).
DANZ CE	01/09/06	2.50	ALL HANDS TELECONFERENCE RE INDIANA LEASE REJECTIONS (0.7); REVIEW OF ENTERED LEASE ORDERS AND DISTRIBUTED THE SAME TO THE COMPANY AND FIELDLED QUESTIONS (0.6); REVIEWED LEASES FOR INDIANA REJECTION AND FORWARDED THE SAME TO FTI AND CONTINUED DISCUSSION RE POSSIBLE REJECTION (1.2).
DANZ CE	01/10/06	2.00	REVIEW OF INDIANAPOLIS INDIANA LEASE ISSUES AND RESENT LEASES TO FTI (0.3); DRAFTED LEASE REJECTION SUMMARY FOR DISTRIBUTION TO THE COMPANY (1.0); TELECONFERENCE WITH D. SOKOL AND J. GULIELMO RE REJECTED LEASES AND RELATED FOLLOWUP (0.7).
DANZ CE	01/11/06	1.70	ATTENTION TO THE LIST OF LEASES RE SCHEDULE DISCREPANCY (0.9); DISTRIBUTED AND DISCUSSED THE FORM REAL ESTATE TAX LETTER (0.8).
DANZ CE	01/12/06	2.50	PREPARATION FOR AND PARTICIPATION ON TELECONFERENCE TO DISCUSS REJECTED LEASES AND RELATED FOLLOWUP (2.0); FOLLOW UP ON INDIANAPOLIS REJECTIONS (0.5).
DANZ CE	01/16/06	1.50	DRAFTED REJECTION NOTICE, COMMUNICATIONS WITH J. BEAUDOEN AND C. COMERFORD RE THE SAME AND DISTRIBUTED THE NOTICE (0.8); REVIEW OF COMMENTS AND REVISION TO THE LEASE NOTICE (0.7).
DANZ CE	01/17/06	1.60	REVISED, FILED AND SUPERVISED SERVICE OF THE LEASE REJECTION NOTICE FOR INDIANAPOLIS AND ANSWERED NUMEROUS INQUIRIES FROM J. BEAUDOEN AND C. COMERFORD RE THE SAME (1.6).
DANZ CE	01/18/06	0.70	COMMUNICATION WITH J. GUGLIELMO RE THE INDIANAPOLIS LEASE REJECTION AND RELATED FOLLOWUP REVIEW OF THE LEASE AND UNDERLYING BUSINESS CASE (0.7).
DANZ CE	01/19/06	0.80	REVIEW OF THE RECENT MOTION TO SHORTEN TIME/CHEROKEE (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DANZ CE	01/23/06	1.60	COMMUNICATION WITH CHEROKEE COUNSEL TO ATTEMPT TO NEGOTIATE A SETTLEMENT OF THE MOTION TO SHORTEN TIME AND REVIEW OF FILED DOCUMENTS (0.7); CONTINUED TO DEVELOP STRATEGY RE OBJECTION (0.4); COMMUNICATION WITH J. BEAUDOEN RE LEASED LOCATION AND RELATED DISCUSSIONS (0.5).
DANZ CE	01/24/06	1.40	ATTENTION TO RECENTLY RECEIVED COMMUNICATIONS (0.5); REVIEW OF CHART FROM J. BEAUDOEN (0.4); COMMENTS ON CHART AND DRAFTED COMMUNICATION TO FTI (0.5).
DANZ CE	01/30/06	1.90	REVIEWED THE INDIANAPOLIS LEASE REJECTION PAPERS (0.6); REVIEWED THE LEASE (0.5); COMMUNICATION WITH J. BEAUDOEN AND C. COMERFORD RE ISSUE (0.8).
DANZ CE	01/31/06	4.40	REVIEWED INCOMING DISTRIBUTIONS (0.4); ATTENTION TO THE IRVINE LEASE (0.6); REVIEW OF THE CHEROKEE OBJECTION (0.4); REVIEW OF THE CHEROKEE LEASE (0.5); REVIEWED AND COMMENTED ON THE DELPHI OBJECTION AND REVIEW OF OTHER PRECEDENT (0.8); ATTENTION TO STRATEGY FOR OTHER LEASE OBJECTION RECEIVED FROM UNIVERSAL TOOL (0.7); REVIEWED LEASE PROCEDURES ORDER (0.4); DRAFTED LEASE NOTICES (0.6).
		<b>30.50</b>	
DE ELIZALDE D	01/03/06	1.20	REVIEWED AND REVISED ORDERS RE APPROVAL OF PROCEDURES TO REJECT LEASES AND APPROVAL OF PROCEDURES TO ENTER INTO NEW OR RENEW LEASES (1.2).
DE ELIZALDE D	01/04/06	4.90	REVIEWED AND REVISED PLEADINGS RE LEASE REJECTION (2.9) REVIEWED AND REVISED PLEADINGS RE LEASE ASSUMPTION (1.2); REVIEWED AND REVISED PROFFERS RE LEASE REJECTION AND LEASE ASSUMPTION (0.8).
		<b>6.10</b>	
MEISLER RE	01/03/06	0.70	PREPARED FOR HEARING RE MOTION TO APPROVE PROCEDURES TO REJECT REAL PROPERTY LEASES (0.3); ATTENTION TO PROPOSED RESOLUTION WITH OBJECTING LANDLORD (0.4).
MEISLER RE	01/04/06	0.70	REVIEWED ORDERS AND PREPARED FOR HEARING RE LEASE REJECTION PROCEDURES (0.3) AND LEASE RENEWAL PROCEDURES (0.4).
MEISLER RE	01/16/06	0.50	REVIEWED NOTICE OF REJECTION OF LEASE (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	01/18/06	0.30	REVIEW MOTION BY KANSAS CITY LANDLORD TO COMPEL ASSUMPTION OR REJECTION (0.3).
MEISLER RE	01/30/06	2.00	REVIEWED AND ANALYZED LIMITED OBJECTION BY LANDLORD TO REJECTION OF INDIANAPOLIS LEASES (0.4); CONFERENCE WITH M. WEXLER RE SAME (0.2); REVIEW AND COMMENT ON OBJECTION TO MOTION TO COMPEL ASSUMPTION OR REJECTION OF KANSAS CITY LEASE (1.4).
		4.20	
MICHELI MJ	01/19/06	1.00	BEGAN REVIEW OF DISCLOSURE RESEARCH IN CONNECTION WITH CHEROKEE MOTION TO COMPEL ASSUMPTION OR REJECTION OF LEASE (0.5); BEGAN REVIEW AND ANALYSIS OF THE CHEROKEE MOTION TO COMPEL ASSUMPTION OR REJECTION OF LEASE (0.5).
MICHELI MJ	01/20/06	0.90	CONTINUED ANALYSIS OF CHEROKEE MOTION TO COMPEL ASSUMPTION OR REJECTION OF LEASE (0.9).
MICHELI MJ	01/23/06	0.70	IN CONNECTION WITH CHEROKEE MOTION TO COMPEL ASSUMPTION OR REJECTION OF LEASE, REVIEW CORRESPONDENCE RE SETTLEMENT STATUS (0.7).
MICHELI MJ	01/24/06	1.40	BEGAN RESEARCH RE OBJECTION TO CHEROKEE MOTION TO COMPEL ASSUMPTION OR REJECTION OF LEASE (1.4).
MICHELI MJ	01/25/06	1.30	CONTINUED RESEARCH IN CONNECTION WITH CHEROKEE MOTION TO COMPEL ASSUMPTION OR REJECTION OF LEASE (1.3).
MICHELI MJ	01/26/06	4.60	CONTINUED RESEARCH IN CONNECTION WITH CHEROKEE MOTION TO COMPEL ASSUMPTION OR REJECTION OF LEASE (0.5); BEGAN DRAFTING OBJECTION TO CHEROKEE MOTION TO COMPEL ASSUMPTION OR REJECTION OF LEASE (4.1).
MICHELI MJ	01/27/06	7.20	CONTINUED RESEARCH IN CONNECTION WITH CHEROKEE MOTION TO COMPEL ASSUMPTION OR REJECTION OF LEASE (2.1); BEGAN DRAFTING OBJECTION TO CHEROKEE MOTION TO COMPEL ASSUMPTION OR REJECTION OF LEASE (5.1).
MICHELI MJ	01/30/06	2.70	BEGAN REVISIONS TO THE OBJECTION TO CHEROKEE MOTION TO COMPEL ASSUMPTION OR REJECTION OF LEASE RE COMMENTS RECEIVED (2.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	01/31/06	5.30	CONTINUE REVISING OBJECTION TO CHEROKEE MOTION TO COMPEL ASSUMPTION OR REJECTION OF LEASE (4.1); CONTINUED RESEARCH IN CONNECTION WITH CHEROKEE MOTION TO COMPEL ASSUMPTION OR REJECTION OF LEASE RE COLLATERAL ESTOPPEL (1.2).
		25.10	
<b>Total Associate</b>		<b>65.90</b>	
CHOW PP	01/11/06	1.30	RESEARCH ON/IN PRECEDENT CHAPTER 11 CASE MATERIALS RE PROTOCOL FOR REJECTION OF NONRESIDENTIAL REAL ESTATE LEASES (1.3).
		1.30	
<b>Total Legal Assistant</b>		<b>1.30</b>	
<b>TOTAL TIME</b>		<b><u>80.10</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Leases (Real Property)**

**Bill Date: 02/28/06  
Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	01/27/06	Telecommunications, D	0.46
Telephone Expense	01/27/06	Telecommunications, D	0.54
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$1.00</b>
Westlaw	01/31/06	Micheli MJ	149.00
		<b>TOTAL WESTLAW</b>	<b>\$149.00</b>
Outside Research/Internet Services	01/06/06	Pacer Service Center	5.96
Outside Research/Internet Services	01/06/06	Pacer Service Center	11.04
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$17.00</b>
Wireless - Mobile/Cellular/Pager	01/15/06	Kahn MT	5.29
Wireless - Mobile/Cellular/Pager	01/25/06	Wexler MP	5.71
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$11.00</b>
		<b>TOTAL MATTER</b>	<b>\$178.00</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-20  
CLAIMS ADMIN. (RECLAMATION / TRUST FUNDS)  
417.2 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Claims Admin. (Reclamation/Trust Funds)

Bill Date: 12/30/05  
Bill Number: 1091378

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/31/05	0.40	BEGIN TO PREPARE FOR NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CREDITORS COMMITTEE OBJECTION TO FINAL RECLAMATION ORDER INCLUDING CONFERENCES WITH DELPHI MANAGEMENT AT COMPANY IN TROY (0.4).
BUTLER, JR. J	11/02/05	1.20	CONTINUE TO PREPARE FOR NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CREDITORS COMMITTEE OBJECTION TO FINAL RECLAMATION ORDER (0.2); TELECONFERENCE WITH J. SHEEHAN AND DELPHI WORKING GROUP RE SAME (0.2); DRAFT AMENDED REVISED ORDER (0.4) AND EMAIL TO R. ROSENBERG RE SAME (0.2); TELECONFERENCES WITH R. ROSENBERG RE SAME (0.1, 0.1).
BUTLER, JR. J	11/03/05	1.70	CONTINUE TO PREPARE FOR NOVEMBER 4TH ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CREDITORS COMMITTEE OBJECTION TO FINAL RECLAMATION ORDER INCLUDING REVIEW AND REVISE DRAFT OF FINAL AMENDED RECLAMATION ORDER (0.9), PREPARE FOR POSSIBLE CONTESTED HEARING (0.4) AND SEVERAL SETTLEMENT TELECONFERENCES WITH R. ROSENBERG (0.2, 0.2).
BUTLER, JR. J	11/04/05	0.40	PREPARE FOR (0.3) AND ATTEND (0.1) ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CREDITORS COMMITTEE OBJECTION TO FINAL RECLAMATION ORDER.
		<b>3.70</b>	
MARAFIOTI KA	10/10/05	0.80	REVIEW RECLAMATION DEMANDS (0.8).
MARAFIOTI KA	10/13/05	3.40	REVIEW RECLAMATION DEMANDS AND CORRESPONDENCE (3.4).
MARAFIOTI KA	10/14/05	1.10	REVIEW RECLAMATION DEMANDS AND CORRESPONDENCE (1.1).
MARAFIOTI KA	10/16/05	0.40	REVIEW RECLAMATION NOTICES; CORRESPONDENCE RE SAME (0.4).
MARAFIOTI KA	10/17/05	0.80	CORRESPONDENCE FROM RECLAMATION CREDITORS (0.8).
MARAFIOTI KA	10/18/05	1.10	REVIEW RECLAMATION NOTICES AND DEMANDS (1.1).
MARAFIOTI KA	10/19/05	1.00	REVIEWED RECLAMATION CORRESPONDENCE AND DEMANDS (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTI KA	10/20/05	0.50	INVENTORY RECLAMATION NOTICES (0.5).
MARAFIOTI KA	10/21/05	0.70	REVIEW DEMANDS OF RECLAIMING CREDITORS (0.7).
MARAFIOTI KA	10/24/05	0.20	REVIEWED RECLAMATION DEMANDS (0.2).
MARAFIOTI KA	10/25/05	0.70	RECLAMATION DEMAND ANALYSIS (0.7).
MARAFIOTI KA	10/27/05	0.30	REVIEWED NOTICES OF RECLAMATION (0.3).
MARAFIOTI KA	11/01/05	0.20	REVIEWED RECLAMATION DEMANDS (0.2).
MARAFIOTI KA	11/03/05	1.00	REVIEWED RESPONSE TO COMMITTEE RECLAMATION OBJECTION (0.5); REVIEWED AND REVISED RECLAMATION ORDER PER COMMITTEE REQUESTS (0.5).
		<b>12.20</b>	
<b>Total Partner</b>		<b>15.90</b>	
MATZ TJ	10/14/05	1.20	REVIEWING VARIOUS RECLAMATION CLAIMS/DEMANDS EITHER FILED ON SERVED ON COUNSEL (1.0); COORDINATING WITH TEAM RE ONGOING RECORDING THEREOF (0.2).
MATZ TJ	10/16/05	0.80	CONTINUING RECEIPT, REVIEW AND FOLLOW UP OF RECLAMATION DEMANDS FILED AND/OR RECEIVED (0.8).
MATZ TJ	10/19/05	3.00	REVIEWING RECLAMATION DEMAND RE DEOC (LIVERPOOL) AND FOLLOW UP RE SAME (0.4); TELECONFERENCES AND FOLLOW UP RE RECLAMATION DEMANDS (2.6).
MATZ TJ	10/20/05	0.60	CORRESPONDENCE RE VARIOUS RECLAMATIONS DEMANDS (0.4); FOLLOW UP RECORDING OF SAME (0.2).
MATZ TJ	10/26/05	2.20	CORRESPONDENCE AND TELECONFERENCES RE VARIOUS RECLAMATION DEMANDS (1.7); FOLLOW UP WORK RE RECLAMATION LOG (0.5).
MATZ TJ	10/30/05	0.20	REVIEWING UNSECURED CREDITORS COMMITTEE OBJECTION IN RESPECT OF RECLAMATION ORDERS (0.2).
MATZ TJ	11/03/05	2.40	WORKING ON FINALIZING RESPONSE TO AUDITORS COMMITTEE OBJECTION TO FINAL RECLAMATION ORDER (1.5); FOLLOW UP WORK RE SAME (0.3); CONTINUING WORK ON TERMS OF FINAL RECLAMATION ORDER (0.4); CORRESPONDENCE RE SAME (0.2).
MATZ TJ	11/04/05	0.20	FINAL REVISIONS TO RECLAMATION ORDER AS PER UCC'S COMMENTS (0.2).
MATZ TJ	11/10/05	0.80	WORKING ON RESPONSES TO VARIOUS LIFT STAY REQUEST RE SET OFF (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	11/15/05	0.20	FOLLOW UP CALL FROM RECLAMATION CLAIMANT (0.2).
		11.60	
<b>Total Counsel</b>		11.60	
HERRIOTT AV	10/10/05	1.30	BEGIN REVIEW OF RECLAMATION CLAIMS (1.3).
HERRIOTT AV	10/12/05	2.10	CONTINUE INITIAL REVIEW OF RECLAMATION DEMANDS (2.1).
HERRIOTT AV	10/13/05	3.20	CONTINUE INITIAL REVIEW OF RECLAMATION DEMANDS (3.2).
HERRIOTT AV	10/14/05	3.70	REVIEW RECLAMATION DEMANDS AND FILE (3.7).
HERRIOTT AV	10/18/05	2.60	REVIEW RECLAMATION MATERIALS (1.3); REVIEW RECLAMATION MATERIALS (1.3).
HERRIOTT AV	10/19/05	2.90	MEET WITH C. CATTELL RE RECLAMATION PROCESS (1.3); REVIEW RECLAMATION DEMANDS (1.6).
HERRIOTT AV	10/20/05	0.60	HANDLE RECLAMATION MATTERS (0.6).
HERRIOTT AV	10/31/05	1.00	DRAFT RECLAMATION PROFFER (1.0).
HERRIOTT AV	11/01/05	0.20	RESPOND TO RECLAMATION CALL (0.2).
HERRIOTT AV	11/22/05	0.30	ANSWER QUESTION RE RECLAMATION (0.3).
		17.90	
MEISLER RE	10/22/05	1.30	REVIEWED CORRESPONDENCE, INCLUDING RECLAMATION AND OTHER DEMANDS (1.3).
MEISLER RE	10/27/05	0.30	ATTENTION TO RECLAMATION MATTERS RE D. SUDEK (0.3).
		1.60	
MICHELI MJ	10/17/05	0.50	BEGAN REVIEW OF DOCUMENTS IN CONNECTION WITH THE RECLAMATION PROCESS (0.5).
MICHELI MJ	10/18/05	1.90	BEGAN REVIEW OF CORRESPONDENCE RE RECLAMATION DEMANDS RECEIVED TO DATE (0.4); BEGAN REVIEW OF RECLAMATION DEMANDS (0.5); CONTINUED REVIEW OF BACKGROUND MATERIALS IN CONNECTION WITH THE RECLAMATION PROCEDURES (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	10/19/05	4.10	DRAFTED CORRESPONDENCE/ RE FOREIGN RECLAMATION CLAIMS (0.3); REVIEWED CORRESPONDENCE RE SAME (0.3); ANALYSIS OF RECLAMATION PROCEDURES (2.4); BEGAN CALLING RECLAMATION CLAIMANTS RE INFORMATION REQUESTS SENT TO RECLAMATION HOTLINE (0.6); TELECONFERENCE RE S. KIEGELSTEIN RE RECLAMATION PROCEDURES (0.1); BEGAN RESEARCH IN CONNECTION WITH WHETHER RECLAMATION CLAIMANT HAS A RIGHT TO PERFORM AN INVENTORY (0.4).
MICHELI MJ	10/20/05	2.20	REVIEW AND ANALYSIS OF RECLAMATION PROCEDURES (0.6); REVIEW OF DOCKETED MATERIALS RE RECLAMATION DEMANDS (0.4); REVIEWED CORRESPONDENCE RE RECLAMATION DEMANDS FILED (0.2); CONTINUED REVIEW OF RECLAMATION DEMANDS FILED TO DATE (0.5); ANALYSIS OF RECLAMATION LAWS AND PROCEDURES (0.3); TELECONFERENCE WITH E. GOLDSTEIN RE RECLAMATION PROCEDURES (0.2).
MICHELI MJ	10/21/05	1.30	CONTINUED ANALYSIS OF RECLAMATION PROCEDURES ORDER (0.4); CONTINUED REVIEW OF RECLAMATION DEMANDS FILED (0.4); PREPARED MATERIALS FOR RECLAMATION BINDER (0.5).
MICHELI MJ	10/22/05	0.50	CONTINUED REVIEW OF RECLAMATION DEMANDS (0.5).
MICHELI MJ	10/24/05	2.00	CONTINUED REVIEW OF RECLAMATION DEMANDS (1.2); RESEARCH RE RECLAMATION PROCEDURES (0.2); TELECONFERENCE WITH C. CATTELL RE RECLAMATION PROCESS TO DATE (0.6).
MICHELI MJ	10/25/05	3.00	REVIEW STATEMENTS OF RECLAMATION FROM OTHER CASES (0.7); CONTINUED DRAFTING STATEMENT OF RECLAMATION TO BE SENT IN CONNECTION WITH RECLAMATION PROCEDURES (0.9); PREPARED RECLAMATION BINDER OF RELEVANT RECLAMATION DOCUMENTS (1.4).
MICHELI MJ	10/26/05	2.50	DRAFTED AND REVIEW CORRESPONDENCE RE FOREIGN RECLAMATION DEMANDS AND LOCAL LAW (0.4); BEGAN ANALYSIS OF UPDATED RECLAMATION LOG (1.1); CONTINUED REVISIONS TO STATEMENTS OF RECLAMATION (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	10/27/05	3.10	TELECONFERENCE WITH C. CATTELL AND A. FRANKUM RE RECLAMATION STATUS AND CLAIM ANALYSIS (1.2); IN CONNECTION WITH RECLAMATION DEMANDS, RESEARCH RE DEFINITION OF GOODS UNDER UCC (0.4); REVIEW RECLAMATION LOG AND COMPARISON WITH DELPHI LOG (0.8); CORRESPONDENCE RE RECLAMATION PROCEDURES (0.5); TELECONFERENCE WITH D. SUDOCK RE RECLAMATION PROCEDURES (0.2).
MICHELI MJ	10/28/05	0.80	TELECONFERENCE WITH D. SUDOCK RE RECLAMATION PROCEDURES (0.1); ANALYSIS OF POTENTIAL OBJECTION TO RECLAMATION PROCEDURES BY D. SUDOCK (0.5); TELECONFERENCE WITH C. CATTELL RE RECLAMATION EMAILS TO SUPPLIERS (0.2).
MICHELI MJ	10/31/05	1.60	ANALYSIS OF SUPPLIER ISSUE RE DELPHI DOCKET.COM (0.4); REVIEW RECLAMATION CLAIMS RECEIVED (1.2).
MICHELI MJ	11/01/05	1.60	CONTINUED REVIEW OF NEW RECLAMATION CLAIMS RECEIVED (0.4); BEGAN REVIEW OF RECLAMATION PROFFER IN PREPARATION FOR OMNIBUS HEARING (0.6); REVIEW OBJECTION FILED TO RECLAMATION PROCEDURES (0.2); TELECONFERENCE WITH D. BARRITT RE RECLAMATION CLAIM OF SUPPLIER AND OF CONFIDENTIAL INFORMATION POSTED ON THE DOCKET (0.2); TELECONFERENCE WITH A. CERVENY RE SAME (0.1); REVIEW COURT DOCKET RE SAME (0.1).
MICHELI MJ	11/02/05	0.70	TELECONFERENCE WITH D. BARRITT RE SUPPLIER RECLAMATION DEMAND (0.2); TELECONFERENCE WITH A. CERVENY RE SAME (0.2); REVIEW NEW RECLAMATION DEMANDS RECEIVED (0.2); TELECONFERENCE WITH A. SCHWARTZ RE RECLAMATION CLAIM OF SUPPLIER (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	11/03/05	8.40	REVIEW OF RECLAMATION DEMANDS AND POTENTIAL OVERLAP WITH PAYMENTS OF PREPETITION CLAIMS IN CONNECTION WITH ESSENTIAL SUPPLIER AGREEMENTS (0.2); BEGAN ANALYSIS OF NUMBER AND AMOUNT OF RECLAMATION CLAIMS AND THE DOLLAR AMOUNTS ASSOCIATED WITH GROUPS OF CLAIMS RE COMMITTEE OBJECTION (0.4); BEGAN DRAFTING REPLY TO THE COMMITTEE'S OBJECTION TO THE RECLAMATION PROCEDURES (1.8); REVIEW PRECEDENT RE RECLAMATION RESPONSES (0.2); ANALYSIS OF DEBTORS' PROPOSED MODIFICATION TO THE RECLAMATION PROCEDURES (0.3); CORRESPONDENCE WITH A. FRANKUM RE OBJECTION TO THE RECLAMATION PROCEDURES (0.2); REVIEW OF SERVICE MATTERS IN CONNECTION WITH THE RESPONSE (0.2); CORRESPONDENCE WITH ATTORNEY FOR SUPPLIER RE RECLAMATION DEMAND (0.3); REVIEW OF RECLAMATION DEMANDS ON THE DOCKET (0.2); TELECONFERENCE WITH C. CATTELL AND A. FRANKUM RE RECLAMATION PROCESS (1.0); REVISED RECLAMATION PROFFER (1.5); REVIEW OF DRAFT STATEMENT OF RECLAMATION (0.2); CORRESPONDENCE WITH C. CATTELL RE RECLAMATION CLAIMS AND EMAIL SERVICE (0.3); REVIEW OF MATERIALS RE RECLAMATION PROCEDURES (0.4); DRAFTED RECLAMATION SCRIPT AND QUESTIONS AND ANSWERS IN PREPARATION OF A CONTEST HEARING ON THE MATTER (1.2).
MICHELI MJ	11/04/05	0.80	TELECONFERENCE WITH C. CATTELL RE RECLAMATION MATTERS (0.1); CORRESPONDENCE WITH C. CATTELL RE RECLAMATION CLAIMS AND SERVICE OF STATEMENTS OF RECLAMATION (0.4); CORRESPONDENCE WITH K. CRAFT RE RECLAMATION CLAIMS AND DOCKET MATTERS (0.2); REVIEW OF SERVICE OF RECLAMATION ORDER (0.1).
MICHELI MJ	11/07/05	0.10	CONTINUED REVIEW OF CORRESPONDENCE FOR SERVICE ISSUES OF THE REVISED RECLAMATION ORDER (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	11/08/05	2.20	TELECONFERENCE WITH L. CERENIS RE RECLAMATION PROCEDURES (0.2); TELECONFERENCE WITH A. CERVENY RE RECLAMATION CLAIMS TO DELPHI (0.1); TELECONFERENCE WITH A. WAGNER RE SAME (0.1); REVIEW LETTER RE SUPPLIER RECLAMATION CLAIM (0.2); TELECONFERENCE WITH M. BRERETON RE SAME (0.1); REVIEW OF NEW RECLAMATION CLAIMS SENT BY KCC TO DELPHI (0.6); CORRESPONDENCE RE RECLAMATION DEMANDS ON FOREIGN ENTITIES (0.2); REVIEW CLAIMS FILED RE SAME (0.2); TELECONFERENCE WITH G. GOLDBERG RE RECLAMATION AND SUPPLEMENTAL INFORMATION REQUESTS (0.1); TELECONFERENCE WITH K. CRAFT RE DOCKETED RECLAMATION CLAIMS (0.1); REVIEW NEW FILED RECLAMATION CLAIMS (0.3).
MICHELI MJ	11/09/05	0.80	CORRESPONDENCE RE FOREIGN RECLAMATION CLAIMS (0.1); REVIEW RECLAMATION PRESENTATION MATERIALS FOR UCC MEETING (0.4); REVIEW OF CORRESPONDENCE RE EXTENSION OF DEADLINE TO RESPOND TO SUPPLEMENTAL INFORMATION REQUESTS FOR RECLAMATION CLAIMS (0.3).
MICHELI MJ	11/10/05	0.10	TELECONFERENCE WITH S. COOK RE RECLAMATION (0.1).
MICHELI MJ	11/11/05	0.80	TELECONFERENCE WITH J. LEVENSON RE SUPPLIER RECLAMATION CLAIM (0.3); REVIEW NEW CLAIMS RECEIVED (0.5).
MICHELI MJ	11/14/05	0.10	TELECONFERENCE WITH T. MCDONOUGH RE RECLAMATION CLAIMS (0.1).
MICHELI MJ	11/15/05	0.30	REVIEW RECLAMATION DEMANDS (0.1); TELECONFERENCE WITH F. WHITE RE SUPPLIER RECLAMATION (0.2).
MICHELI MJ	11/16/05	0.30	TELECONFERENCE WITH RE SUPPLIER RECLAMATION CLAIMANT (0.3).
MICHELI MJ	11/17/05	1.50	TELECONFERENCE WITH RECLAMATION CLAIMANT RE CLAIMS FILED (0.2); PREPARE MATERIALS FOR RECLAMATION CALL (0.3); RECLAMATION CALL WITH C. CATTELL AND A. FRANKUM RE STATUS OF THE RECLAMATION PROCESS (1.0).
MICHELI MJ	11/18/05	0.50	REVIEW STATUS CHART OF RECLAMATION CLAIMS (0.5).
MICHELI MJ	11/21/05	2.40	BEGAN DRAFTING OUTLINE OF RECLAMATION PROCEDURES FOR C. CATTELL (2.4).
MICHELI MJ	11/22/05	1.10	TELECONFERENCE WITH C. CATTELL AND A. FRANKUM RE RECLAMATION (1.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	11/23/05	0.10	REVIEW FAX RE RECLAMATION CLAIM (0.1).
MICHELI MJ	11/28/05	0.30	CORRESPONDENCE WITH C. CATTELL RE RECLAMATION PROCEDURES (0.3).
		<b>45.60</b>	
PILKINGTON C	10/13/05	7.40	REVIEW AND ANALYZE RECLAMATION NOTICES/DEMANDS (DAEWOO CORP/OLIN CORP) (7.4).
		<b>7.40</b>	
TOUSSI S	11/03/05	1.10	EDIT AND REVISE REPLY BRIEF FOR RECLAMATION (0.5), ADDRESS AND RESOLVE ISSUES RE SAME (0.6).
		<b>1.10</b>	
<b>Total Associate</b>		<b>73.60</b>	
CHOW PP	10/12/05	1.30	REVIEW AND FILE MAINTENANCE RECLAMATION DEMANDS BY VENDORS (1.3).
CHOW PP	10/14/05	3.20	REVIEW AND FILE MAINTENANCE RECLAMATION DEMANDS BY VENDORS (3.2).
CHOW PP	10/21/05	2.20	REVIEW LETTERS RE RECLAMATION DEMANDS AND FILE MAINTENANCE SAME (2.2).
CHOW PP	10/24/05	1.70	REVIEW LETTERS OF DEMAND BY RECLAMATION CLAIMANTS (1.7).
		<b>8.40</b>	
DEMMA J	10/09/05	3.20	PREPARE/UPDATE RECLAMATION SERVICE LIST (3.2).
DEMMA J	10/10/05	9.40	PREPARE/UPDATE RECLAMATION DEMAND SERVICE LIST (9.4).
DEMMA J	10/11/05	7.10	UPDATE RECLAMATION CLAIMS SERVICE LIST (7.1).
DEMMA J	10/12/05	5.40	UPDATE RECLAMATION CLAIMS LIST (5.4).
DEMMA J	10/13/05	9.70	PREPARE/UPDATE RECLAMATION CLAIM FILE (9.7).
DEMMA J	10/14/05	6.80	UPDATE RECLAMATION CLAIMS NOTICE LIST (6.8).
DEMMA J	10/15/05	6.10	UPDATE RECLAMATION CLAIMS CHART (6.1).
DEMMA J	10/16/05	7.70	UPDATE RECLAMATION CLAIMS CHART (7.7).
DEMMA J	10/17/05	6.30	UPDATE RECLAMATION CLAIMS CHART (6.3).
DEMMA J	10/18/05	10.10	UPDATE RECLAMATION CLAIMS TRACKING CHART (10.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DEMMA J	10/19/05	5.60	UPDATE RECLAMATION CLAIMS TRACKING CHART (5.6).
DEMMA J	10/20/05	4.10	UPDATE RECLAMATION CLAIMS TRACKING CHART (4.1).
DEMMA J	10/21/05	3.10	UPDATE RECLAMATION CLAIMS TRACKING CHART (3.1).
DEMMA J	11/09/05	3.10	UPDATE/ORGANIZE RECLAMATION CLAIMS (3.1).
DEMMA J	11/11/05	3.10	UPDATE/ORGANIZE RECLAMATION CLAIMS (3.1).
		<b>90.80</b>	
ZSOLDOS AF	10/21/05	0.30	PULL RECLAMATION DEMANDS FROM DOCKET (0.3).
ZSOLDOS AF	11/21/05	0.70	PULL RECLAMATIONS AND VARIOUS MOTIONS FROM DOCKET (0.7).
		<b>1.00</b>	
<b>Total Legal Assistant</b>		<b>100.20</b>	
NEGRON AM	10/13/05	3.00	CREATE RECLAMATION CLAIMS FILES, (1.3) AND FILE AND ALPHABETIZE RECLAMATION CLAIMS IN OUR FILES (1.7).
NEGRON AM	10/14/05	3.90	UPDATE RECLAMATION CLAIMS INDEX (0.8); CREATE NEW RECLAMATION CLAIMS FILE FOLDERS (0.9); DOWNLOAD PLEADINGS (1.1) AND ALPHABETIZE AND FILE RECLAMATION CLAIMS IN THEIR RESPECTIVE FILES (1.1).
NEGRON AM	10/15/05	5.10	DOWNLOAD RECLAMATION CLAIMS MOTIONS FROM COURT WEBSITE (0.9); UPDATE RECLAMATION CLAIMS INDEX (1.1); CREATE NEW RECLAMATION CLAIMS FOLDERS (1.1) AND FILES AND ALPHABETIZE RECLAMATION CLAIMS IN THEIR CORRESPONDING FOLDERS (2.1).
NEGRON AM	10/16/05	3.20	UPDATE RECLAMATION CLAIMS INDEX (0.7); CREATES LABELS/FILES FOR RECLAMATION CLAIMS (0.9) AND FILE RECLAMATION CLAIMS IN OUR ONSITE FILES (1.6).
NEGRON AM	10/17/05	1.90	UPDATE RECLAMATION CLAIMS INDEX (0.4); CREATE NEW RECLAMATION CLAIMS FILES (0.8) AND FILE RECLAMATION CLAIMS IN THEIR CORRESPONDING FOLDERS (0.7).
NEGRON AM	10/19/05	3.30	REVIEW AND INDEX PLEADINGS FOR OUR ONSITE FILES (1.4) AND RECLAMATION CLAIMS (1.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

NEGRON AM	10/20/05	7.00	DOWNLOAD RECLAMATION CLAIMS (2.4); UPDATE RECLAMATION CLAIMS CHART (3.2); CREATE FILE FOLDER LABELS (0.6); FILE RECLAMATION CLAIMS IN THEIR RESPECTIVE FILES (0.8).
NEGRON AM	10/21/05	6.40	UPDATE RECLAMATION CLAIMS CHART (2.4); REVIEW AND FILE CLAIMS IN OUR ONSITE FILES (2.1) AND UPDATE CLAIMS TABLE (1.9).
NEGRON AM	10/25/05	6.40	UPDATE CLAIMS INDEX (4.2) AND CREATE FILES AND FILE CLAIMS IN THEIR RESPECTIVE FOLDERS (2.2).
NEGRON AM	10/26/05	5.30	DOWNLOAD RECLAMATION CLAIMS FROM COURT WEBSITE (2.2) AND UPDATE RECLAMATION CLAIMS INDEX (3.1).
NEGRON AM	10/27/05	7.50	DOWNLOAD RECLAMATION CLAIMS FROM THE COURT WEBSITE (2.4); UPDATE CLAIMS INDEX (3.3) AND CREATE FILE FOLDERS AND FILE THE CLAIMS (1.8).
NEGRON AM	11/01/05	3.50	INDEX RECLAMATIONS OF CLAIM (1.4); UPDATE RECLAMATION OF CLAIMS FILES (2.1).
NEGRON AM	11/02/05	3.80	UPDATE RECLAMATION CLAIMS INDEX (1.2); UPDATE RECLAMATION CLAIMS FILES (1.3); UPDATE PLEADINGS FILES (0.7) AND PRINT ALL NEW RECLAMATIONS OF CLAIMS (0.6).
NEGRON AM	11/03/05	4.90	UPDATE/INDEX NEW RECLAMATIONS OF CLAIM (2.2); ORGANIZE NEW RECLAMATIONS OF CLAIM (0.9) AND UPDATE PLEADINGS FILES (1.8).
NEGRON AM	11/04/05	5.90	DOWNLOAD/PRINT NEW RECLAMATIONS OF CLAIM (1.4); INDEX NEW RECLAMATIONS OF CLAIMS IN OUR CLAIMS CHART (2.6) AND FILE NEW RECLAMATIONS OF CLAIMS IN OUR FILES (1.9).
NEGRON AM	11/08/05	1.70	INDEX RECLAMATION CLAIMS (1.7).
NEGRON AM	11/09/05	5.60	REVIEW AND INDEX NEW RECLAMATION CLAIMS IN DELPHI CLAIMS CHART (2.2) AND GO THROUGH DUPLICATE CLAIMS AND LOOK FOR ORIGINALS AND FILE THEM IN THEIR RESPECTIVE FILES (3.4).
NEGRON AM	11/10/05	3.90	REVIEW AND INDEX NEW RECLAMATION CLAIMS (2.1) AND REVIEW AND FILE RECLAMATION CLAIMS IN OUR ON-SITE FILES (1.8).
NEGRON AM	11/14/05	1.40	REVIEW AND UPDATE RECLAMATION CLAIMS INDEX AND FILES (1.4).
NEGRON AM	11/15/05	1.60	REVIEW, INDEX AND FILE RECLAMATION CLAIMS (1.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

NEGRON AM	11/17/05	2.00	UPDATE PLEADINGS INDEX (0.8); UPDATE 2002 SERVICE LIST FROM NEWLY FILED NOTICES OF APPEARANCE (0.4) AND REVIEW AND INDEX NEW RECLAMATION CLAIMS (0.8).
NEGRON AM	11/18/05	1.80	UPDATE PLEADINGS INDEX (0.4) AND REVIEW, INDEX AND FILE RECLAMATION CLAIMS (1.4).
NEGRON AM	11/21/05	0.90	UPDATE RECLAMATION CLAIMS INDEX (0.9).
		<b>90.00</b>	
<b>Total Legal Assistant Support</b>		<b>90.00</b>	
<b>TOTAL TIME</b>		<b><u>291.30</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Claims Admin. (Reclamation/Trust Funds)**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	10/14/05	Copy Center, D	492.54
In-house Reproduction	10/18/05	Copy Center, D	576.55
In-house Reproduction	10/21/05	Copy Center, D	2,088.17
In-house Reproduction	10/25/05	Copy Center, D	234.62
In-house Reproduction	10/26/05	Copy Center, D	171.51
In-house Reproduction	10/28/05	Copy Center, D	47.00
In-house Reproduction	11/01/05	Copy Center, D	41.40
In-house Reproduction	11/08/05	Copy Center, D	2.10
In-house Reproduction	11/11/05	Copy Center, D	771.26
In-house Reproduction	11/14/05	Copy Center, D	303.02
In-house Reproduction	11/15/05	Copy Center, D	15.60
In-house Reproduction	11/15/05	Copy Center, D	79.21
In-house Reproduction	11/18/05	Copy Center, D	30.90
In-house Reproduction	11/22/05	Copy Center, D	11.50
In-house Reproduction	11/25/05	Copy Center, D	24.30
In-house Reproduction	11/29/05	Copy Center, D	3.32
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$4,893.00</b>
Telephone Expense	10/28/05	Telecommunications, D	0.06
Telephone Expense	10/28/05	Telecommunications, D	0.03
Telephone Expense	11/23/05	Telecommunications, D	0.59
Telephone Expense	11/23/05	Telecommunications, D	1.16
Telephone Expense	11/23/05	Telecommunications, D	0.15
Telephone Expense	11/23/05	Telecommunications, D	0.01
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$2.00</b>
Non-standard/Outside Reproduction	10/24/05	Village Copier	6,247.00
		<b>TOTAL NON-STANDARD/OUTSIDE REPRODUCTION</b>	<b>\$6,247.00</b>
Westlaw	10/20/05	Micheli MJ	35.43
Westlaw	10/27/05	Micheli MJ	26.57
		<b>TOTAL WESTLAW</b>	<b>\$62.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Vendor Hosted Teleconferencing	10/09/05	InterCall, Inc.	4,033.16
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	147.87
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	6.14
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.98
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	182.97
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	73.70
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	11.85
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	70.88
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.57
Vendor Hosted Teleconferencing	11/30/05	Teleconferencing Services, LLC	9.88
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$4,538.00</b>
Messengers/ Courier	10/21/05	Straightline Courier	39.55
Messengers/ Courier	11/15/05	Dist Serv/Mail/Page, D	12.23
Messengers/ Courier	11/29/05	Dist Serv/Mail/Page, D	37.22
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$89.00</b>
Outside Research/Internet Services	10/18/05	ChoicePoint Inc.	157.23
Outside Research/Internet Services	11/02/05	LexisNexis Courtlink Inc.	9.77
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$167.00</b>
		<b>TOTAL MATTER</b>	<b>\$15,998.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Claims Admin. (Reclamation/Trust Funds)

Bill Date: 01/31/06  
Bill Number: 1092991

NAME	DATE	HOURS	DESCRIPTION
LYONS JK	12/21/05	3.50	REVIEW OF RECLAMATION ISSUES, CONFERENCES WITH COMMITTEE PROFESSIONALS AND ANALYZED MERITS OF EXTENSION AND MOTION THERETO (3.5).
LYONS JK	12/23/05	1.30	REVIEW OF RECLAMATION MOTION AND COMMENTS THERETO (1.3).
		<b>4.80</b>	
MARAFIOTI KA	12/20/05	0.10	REVIEWED CORRESPONDENCE RE RECLAMATION (0.1).
MARAFIOTI KA	12/22/05	1.00	REVIEWED MOTION TO EXTEND RECLAMATION TIME (0.8); NOTICE (0.1), AND PROPOSED ORDER (0.1).
		<b>1.10</b>	
<b>Total Partner</b>		<b>5.90</b>	
HERRIOTT AV	12/30/05	1.30	CONDUCT HEARING PREPARATION INCLUDING DRAFTING SCRIPTS FOR RECLAMATION MATTER (1.3).
		<b>1.30</b>	
MEISLER RE	12/19/05	5.40	REVIEW PRESENTATION RE RECLAMATION (0.9); ATTENDED RECLAMATION MEETING (2.0); PARTICIPATE IN FOLLOW-UP CONFERENCES RE SAME (2.0); DRAFT INTERNAL CORRESPONDENCE RE SAME (0.5).
MEISLER RE	12/20/05	0.60	CONFERENCE WITH B. CARUSO RE RECLAMATION PROGRAM (0.3); CONTINUED ATTENTION TO SAME (0.3).
MEISLER RE	12/21/05	1.20	REVIEW AND COMMENT ON RECLAMATION MOTION RE EXTENSION OF TIME TO RESPOND TO DEMANDS (1.2).
MEISLER RE	12/22/05	0.90	REVIEWED COMMENTS TO RECLAMATION MOTION RE EXTENSION OF DEADLINE TO RESPOND TO DEMANDS (0.3); TELECONFERENCE WITH H. BAER RE RECLAMATION MOTION (0.1); TELECONFERENCE WITH M. BROUDE RE SAME (0.1); TELECONFERENCE WITH K. CRAFT RE SAME (0.1); ATTENTION TO MOTION FILED BY CLAIMANT TO SUBSTITUTE EXHIBITS ON THE DOCKET (0.3).
MEISLER RE	12/23/05	0.50	ATTENTION TO RECLAMATION MOTION RE EXTENSION OF DEADLINE TO RESPOND TO DEMANDS (0.5).
MEISLER RE	12/28/05	0.10	TELECONFERENCE WITH A. FRANKUM AND B. CARUSO RE RECLAMATION (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	12/29/05	0.20	TELECONFERENCE WITH E. DOLAN, COUNSEL TO UMICORE RE RECLAMATION (0.2).
		8.90	
MICHELI MJ	12/01/05	2.20	BEGAN REVIEW OF SETECH AGREEMENT RE TREATMENT OF THEIR RECLAMATION CLAIM (0.9); TELECONFERENCE WITH T. MCDONAGH RE SAME (0.1); RECLAMATION CALL WITH A. FRANKUM AND C. CATTELL (1.2).
MICHELI MJ	12/02/05	2.20	TELECONFERENCE WITH T. MCDONAGH RE SETECH AND RECLAMATION STATUS (0.2); REVIEW VENDOR RECLAMATION CLAIMS RE VALIDITY OF CLAIM AFTER PAYMENTS MADE ON ACCOUNT OF ESSENTIAL SUPPLIERS (0.5); REVIEW AND ANALYSIS OF THE STATUS OF THE RECLAMATION CLAIMS AND CLAIMS RECONCILED TO DATE (0.9); REVIEW RECLAMATION MATERIALS TO BE INCLUDED IN UCC PRESENTATION (0.6).
MICHELI MJ	12/03/05	0.50	REVIEW OF RECLAMATION MATERIALS TO BE INCLUDED IN THE UCC PRESENTATION (0.5).
MICHELI MJ	12/05/05	1.10	BEGAN REVIEW AND ANALYSIS OF AGREEMENTS FOR PAYMENT OF PREPETITION VENDOR CLAIMS PURSUANT TO FIRST DAY ORDERS RE RECONCILIATION OF RECLAMATION CLAIMS (1.1).
MICHELI MJ	12/06/05	4.70	ANALYSIS OF AMENDED FINAL ORDER (0.4); BEGAN DRAFTING RECLAMATION PROCEDURES MEMO RE GUIDELINES SET FORTH IN THE AMENDED FINAL ORDER (2.5); TELECONFERENCE WITH C. CATTELL AND A. FRANKUM RE RECLAMATION PROCESS AND STATUS (0.8); TELECONFERENCE WITH A. FRANKUM RE SAME (0.3); TELECONFERENCE WITH C. CATTELL RE SAME (0.5); TELECONFERENCE WITH J. ADAMS RE WITHDRAWAL OF RECLAMATION CLAIM (0.1); TELECONFERENCE WITH M. COHEN RE PULLMAN BANK RECLAMATION CLAIM (0.1).
MICHELI MJ	12/07/05	1.40	REVIEW AND ANALYSIS OF STATUS OF RECLAMATION CLAIM RECONCILIATIONS TO DATE (0.6); BEGAN REVIEW OF UNIVERSAL METALS RECLAMATION CLAIM (0.1); REVIEW OF PENDING RECLAMATION CLAIMS (0.5); TELECONFERENCE WITH T. MCDONAGH RE RECLAMATION CLAIM STATUS (0.2).
MICHELI MJ	12/08/05	1.30	REVIEW RECLAMATION CLAIM OF ADVANCED TECHNOLOGY SERVICES (0.2); TELECONFERENCE WITH C. CATTELL AND A. FRANKUM RE RECLAMATION PROCESS AND STATUS (0.7); TELECONFERENCE WITH T. MCDONAGH RE SUPPLIER RECLAMATION MATTERS (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	12/09/05	0.30	CORRESPONDENCE WITH S. WALSH RE RECLAMATION CLAIMS (0.1); CORRESPONDENCE WITH C. CATTELL RE OLIN RECLAMATION CLAIM (0.2).
MICHELI MJ	12/12/05	0.60	CONTINUED REVIEW OF STATUS OF RECLAMATION CLAIMS (0.6).
MICHELI MJ	12/13/05	0.80	BEGAN DRAFTING REVISIONS TO FORM STATEMENT OF RECLAMATION (0.8).
MICHELI MJ	12/14/05	2.80	BEGAN REVISIONS TO PRESENTATION TO BE GIVEN TO THE CREDITORS COMMITTEE RE RECLAMATION CLAIMS (1.6); CORRESPONDENCE RE SAME (0.3); TELECONFERENCE WITH C. CATTELL AND A. FRANKUM RE RECLAMATION PROCESS AND STATUS (0.9).
MICHELI MJ	12/15/05	2.10	CONTINUED REVISIONS TO PRESENTATION TO BE GIVEN TO THE CREDITORS COMMITTEE RE RECLAMATION CLAIMS (0.8); REVIEW STATUS OF RECLAMATION CLAIMS (0.3); TELECONFERENCE WITH C. CATTELL AND A. FRANKUM RE RECLAMATION PROCESS AND STATUS (1.0).
MICHELI MJ	12/16/05	2.90	CONTINUED REVISIONS TO PRESENTATION TO BE GIVEN TO THE CREDITORS COMMITTEE RE RECLAMATION CLAIMS (2.0); TELECONFERENCE WITH C. CATTELL RE RECLAMATION PROCESS AND STATUS (0.3); TELECONFERENCE WITH A. FRANKUM RE RECLAMATION STATUS (0.6).
MICHELI MJ	12/17/05	3.40	CONTINUED REVISIONS TO PRESENTATION TO BE GIVEN TO THE CREDITORS COMMITTEE RE RECLAMATION CLAIMS (1.7); TELECONFERENCE WITH C. CATTELL AND A. FRANKUM RE RECLAMATION PROCESS AND STATUS (0.9); TELECONFERENCE WITH A. FRANKUM RE SAME (0.8).
MICHELI MJ	12/18/05	3.40	CONTINUED REVISIONS TO PRESENTATION TO BE GIVEN TO THE CREDITORS COMMITTEE RE RECLAMATION CLAIMS (0.9); TELECONFERENCE WITH C. CATTELL, A. FRANKUM AND T. MCDONAGH RE PRESENTATION TO BE GIVEN TO THE CREDITORS COMMITTEE (2.0); TELECONFERENCE WITH C. CATTELL AND A. FRANKUM RE RECLAMATION PROCESS AND STATUS (0.2); TELECONFERENCE WITH A. FRANKUM RE SAME (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	12/19/05	5.70	MEETING WITH A. FRANKUM, B. CARUSO AND C. CATTELL RE RECLAMATION STATUS (1.7); REVIEW RECLAMATION MATERIALS WITH C. CATTELL (0.9); TELECONFERENCE WITH KCC RE RECLAMATION ADDRESSES (0.3); CONTINUED REVIEW OF PRESENTATION TO BE GIVEN AT THE RECLAMATION MEETING (0.5); MEETING WITH J. SHEEHAN, B. CARUSO, C. CATTELL, A. FRANKUM RE RECLAMATION STATUS (1.8); BEGAN RESEARCH RE MOTION FOR EXTENSION OF RECLAMATION DEADLINE (0.5).
MICHELI MJ	12/20/05	7.50	TELECONFERENCE WITH M. KALUS RE UNION EMPLOYEE DISTRIBUTION ISSUES; REVIEW SCHEDULING ORDER; REVIEW OPEN ITEMS TO COMPLETE (0.7); TELECONFERENCE WITH C. CATTELL RE RECLAMATION PROCESS AND STATUS (0.2); TELECONFERENCE WITH J. LEE RE RECLAMATION SERVICE LIST (0.2); REVIEW OF MOTION INDUSTRIES RECLAMATION CLAIM (0.2); BEGAN DRAFTING MOTION FOR EXTENSION OF RECLAMATION DEADLINES (3.3); BEGAN RESEARCH RE PRECEDENT FOR MOTION TO EXTEND RECLAMATION DEADLINES (1.2); TELECONFERENCE WITH J. LEE AND L. PARKS RE SAME (0.5); REVIEW AND ANALYSIS OF SERVICE ISSUES IN CONNECTION WITH MOTION TO EXTEND RECLAMATION DEADLINES (1.2).
MICHELI MJ	12/21/05	5.80	REVIEW AND ANALYSIS OF THE STATUS OF RECLAMATION PROCEDURES (0.8); TELECONFERENCE WITH B. CARUSO RE RECLAMATION PROCESS (0.3); BEGAN REVISIONS TO MOTION TO EXTEND RECLAMATION DEADLINES (1.3); TELECONFERENCE WITH A. FRANKUM RE SAME (0.8); CONTINUED REVISIONS TO RECLAMATION MOTION RE COMMENTS RECEIVED (2.6).
MICHELI MJ	12/22/05	4.20	CONTINUED REVISIONS TO MOTION FOR EXTENSION OF RECLAMATION DEADLINES (1.6); TELECONFERENCE WITH A. MANCHOW RE RECLAMATION CLAIM OF COIL CRAFT (0.1); REVIEW STATUS OF RECLAMATION CLOSING PROCESS (0.2); ANALYSIS OF MOTION TO SUBSTITUTE RECLAMATION CLAIM EXHIBIT (0.4); TELECONFERENCE WITH A. FRANKUM RE STATUS OF RECLAMATION PROCESS (0.6); PREPARED MOTION FOR EXTENSION OF RECLAMATION DEADLINES FOR FILING (1.0); ANALYSIS OF SERVICE MATTERS FOR THE MOTION FOR EXTENSION OF RECLAMATION DEADLINES (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	12/23/05	1.90	FINAL REVIEW OF SERVICE LISTS FOR MOTION TO EXTEND RECLAMATION DEADLINES (0.5); REVIEW MOTION WITH K. CRAFT (0.2); FINAL REVIEW OF MOTION IN PREPARATION FOR FILING (1.2).
		<b>54.80</b>	
ZALTZMAN H*	12/23/05	1.20	WORK ON FILING OF RECLAMATION REMOVAL MOTION, INCLUDING COORDINATION OF FILING AT 4TS (1.2).
		<b>1.20</b>	
<b>Total Associate/Law Clerk</b>		<b>66.20</b>	
NEGRON AM	12/15/05	5.00	UPDATE PLEADINGS INDEX (1.1); REVIEW AND INDEX PLEADINGS AND PREPARE SUCH DOCUMENTS FOR OUR ON-SITE PLEADINGS FILES (0.9) AND COMPARE OUR RECLAMATION LIST AND DELPHI'S RECLAMATION LIST FOR MISSING RECLAMATIONS AND PDF THEM AND FORWARD THEM TO DELPHI (3.0).
NEGRON AM	12/27/05	0.60	REVIEW RECLAMATION CLAIMS CHART (0.6).
		<b>5.60</b>	
<b>Total Legal Assistant Support</b>		<b>5.60</b>	
<b>TOTAL TIME</b>		<b><u>77.70</u></b>	

\* Law clerks are law school graduates who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Claims Admin. (Reclamation/Trust Funds)

Bill Date: 01/31/06  
Bill Number: 1092991

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	12/19/05	Micheli MJ	284.00
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$284.00</b>
In-house Reproduction	12/02/05	Copy Center, D	48.02
In-house Reproduction	12/06/05	Copy Center, D	1.70
In-house Reproduction	12/09/05	Copy Center, D	26.91
In-house Reproduction	12/09/05	Copy Center, D	175.57
In-house Reproduction	12/13/05	Copy Center, D	4.80
In-house Reproduction	12/19/05	Copy Center, D	6.20
In-house Reproduction	12/20/05	Copy Center, D	27.11
In-house Reproduction	12/23/05	Copy Center, D	171.17
In-house Reproduction	12/30/05	Copy Center, D	40.52
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$502.00</b>
Westlaw	12/04/05	Toussi S	98.00
		<b>TOTAL WESTLAW</b>	<b>\$98.00</b>
Reproduction - color	12/21/05	Copy Center, D	9.00
Reproduction - color	12/21/05	Copy Center, D	9.00
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$18.00</b>
Out-of-Town Travel	12/19/05	Micheli MJ	38.00
Out-of-Town Travel	12/19/05	Micheli MJ	36.00
Out-of-Town Travel	12/19/05	Micheli MJ	84.00
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$158.00</b>
Messengers/ Courier	12/07/05	Dist Serv/Mail/Page, D	10.14
Messengers/ Courier	12/19/05	Dist Serv/Mail/Page, D	17.62
Messengers/ Courier	12/30/05	Dist Serv/Mail/Page, D	6.24
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$34.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	12/19/05	Meisler RE	5.36
Out-of-Town Meals	12/19/05	Meisler RE	14.89
Out-of-Town Meals	12/19/05	Micheli MJ	10.75
<b>TOTAL OUT-OF-TOWN MEALS</b>			<b>\$31.00</b>
<b>TOTAL MATTER</b>			<b>\$1,125.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Claims Admin. (Reclamation/Trust Funds)

Bill Date: 02/28/06  
Bill Number: 1108418

NAME	DATE	HOURS	DESCRIPTION
LYONS JK	01/31/06	2.10	CONFERENCE WITH COMMITTEE PROFESSIONALS RE RECLAMATION REPORTS AND METHODOLOGY AND PREPARATION FOR THE SAME (2.1).
		2.10	
<b>Total Partner</b>		2.10	
MEISLER RE	01/03/06	0.30	REVIEWED MOTION TO EXTEND DEADLINE TO ISSUE RESPONSES RE RECLAMATION IN PREPARATION FOR HEARING (0.3).
MEISLER RE	01/18/06	0.40	REVIEW RECLAMATION CLAIMS (0.4).
MEISLER RE	01/20/06	2.00	REVIEW AND ANALYSIS OF RECLAMATION PROCESS (1.6); TELECONFERENCE WITH C. CATTELL RE SAME (0.4).
MEISLER RE	01/23/06	0.60	ANALYSIS OF RECLAMATION PROCESS AND EDITED INTERNAL MEMO RE SAME (0.6).
MEISLER RE	01/25/06	1.00	CONTINUED ANALYSIS OF RECLAMATION CLAIM AND PROCESS (1.0).
		4.30	
MICHELI MJ	01/02/06	1.90	BEGAN REVIEW OF UPDATED RECLAMATION CLAIMS SETTLEMENT STATUS (0.4); BEGAN REVISIONS TO FORM STATEMENT OF RECLAMATION RE ADDITION OF LANGUAGE THAT CLAIM IS SUBJECT TO UCC REVIEW (0.9); TELECONFERENCE WITH C. CATTELL RE SAME (0.3); REVIEW OF RECLAMATION STATISTICS (0.3).
MICHELI MJ	01/03/06	1.40	TELECONFERENCE WITH J. LEE RE UPDATED FORM STATEMENT OF RECLAMATION (0.2); CONTINUED REVISIONS TO FORM STATEMENT OF RECLAMATION RE COMMENTS RECEIVED (1.1); TELECONFERENCE WITH C. CATTELL RE STATUS OF RECLAMATION CLAIMS (0.1).
MICHELI MJ	01/04/06	0.10	TELECONFERENCE WITH J. LEE RE STATEMENT OF RECLAMATION (0.1).
MICHELI MJ	01/10/06	1.00	TELECONFERENCE WITH A. FRANKUM AND C. CATTELL RE RECLAMATION STATUS (1.0).
MICHELI MJ	01/11/06	0.10	ANALYSIS OF RECLAMATION CLOSING SCHEDULE (0.1).
MICHELI MJ	01/13/06	1.40	TELECONFERENCE WITH C. CATTELL RE STATUS OF RECLAMATION (0.9); TELECONFERENCE WITH A. FRANKUM RE SAME (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	01/16/06	0.20	REVIEW CORRESPONDENCE RE RECLAMATION CLAIMS (0.2).
MICHELI MJ	01/17/06	0.70	REVIEW OF RECLAMATION STATISTICS AND CLOSING SCHEDULE (0.2); TELECONFERENCE WITH C. CATTELL RE SAME (0.2); REVIEW THE RECLAMATION CLAIM OF SUPPLIER RE CLAIM WAIVER (0.3).
MICHELI MJ	01/18/06	2.70	REVIEW RECLAMATION STATUS AND PROCEDURES (0.5); TELECONFERENCE WITH C. CATTELL RE STATUS AND PLAN GOING TO FORWARD (0.4); TELECONFERENCE WITH A. FRANKUM RE SAME (0.3); PREPARE FOR MEETINGS AT DELPHI ON 1/19/06 (0.8); ANALYSIS OF RECONCILIATION OF CERTAIN RECLAMATION CLAIMS (0.7).
MICHELI MJ	01/19/06	8.20	REVIEW RECLAMATION CLAIM CLOSING STATISTICS (0.3); MEETING WITH C. CATTELL RE CURRENT STATUS AND STRATEGIC PLANNING FOR PHASE 2 AND PHASE 3 OF THE RECLAMATION PROCESS (1.2); PARTICIPATE IN DELPHI TRAINING SESSION FOR RECLAMATION CLAIMS CLOSING PROCESS (1.0); BEGAN WORK TO CLOSE A CLAIM IN ORDER TO UNDERSTAND THE EFFICIENCIES AND INEFFICIENCIES OF THE PROCESS (0.9); MEETING WITH C. CATTELL, T. MACDONAGH, C. MANALO (1.3); MEETING WITH T. MCDONAGH RE CLAIM CLOSING AND STATISTICS (0.4); MEETING WITH C. CATTELL AND R. CARUSO RE FINALIZING THE RECLAMATION PROCESS AND PRESENTING INFORMATION TO THE COMMITTEE (1.1); CONTINUED ANALYSIS OF SPECIFIC RECLAMATION CLAIMS IN THE TOP 75% OF VALUE (0.9); MEETING WITH C. CATTELL AND C. MANALO RE TOP 75% OF CLAIMS (1.1).
MICHELI MJ	01/20/06	3.60	CONTINUED ANALYSIS OF SPECIFIC RECLAMATION CLAIMS IN THE TOP 75% OF VALUE (0.7); CORRESPONDENCE WITH A. FRANKUM RE SAME (0.5); REVIEW CLAIM CLOSING STATISTICS (0.5); UPDATE WITH R. MEISLER RE STATUS OF THE RECLAMATION PROCESS AND PLAN MOVING FORWARD (0.4); TELECONFERENCE WITH C. CATTELL (0.5); TELECONFERENCE WITH C. CATTELL AND R. MEISLER RE RECONCILIATION STATUS (0.7); FOLLOW UP TELECONFERENCE WITH R. MEISLER RE SAME (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	01/22/06	4.50	TELECONFERENCE WITH A. FRANKUM RE RECLAMATION CLOSING STATISTICS (0.6); CONTINUED ANALYSIS OF CLOSING STATISTICS FOR RECLAMATION CLAIMS (0.7); BEGAN DRAFTING MEMO RE RECLAMATION PROCESS TO DATE, CURRENT STATUS AND PLAN TO COMPLETE ALL CLAIMS (2.6); BEGAN REVISIONS TO RECLAMATION MEMO (0.6).
MICHELI MJ	01/23/06	2.90	CONTINUE DRAFTING MEMO RE STATUS OF RECLAMATION PROCESS (1.8); PREPARED STATISTICS CHARTS RE SAME (1.1).
MICHELI MJ	01/24/06	1.20	TELECONFERENCE WITH C. CATTELL RE RECLAMATION STATUS (0.3); TELECONFERENCE WITH C. CATTELL, R. CARUSO AND A FRANKUM RE RECLAMATION STATUS (0.6); TELECONFERENCE WITH J. LE RE RECLAMATION LETTERS (0.2); REVIEW RECLAMATION STATISTICS (0.1).
MICHELI MJ	01/25/06	5.20	CORRESPONDENCE WITH WORKING GROUP RE RECLAMATION STATISTICS (0.1); MEETING WITH C. CATTELL RE RECLAMATION STATUS AND CLOSING AND NEXT STEPS (1.3); BEGAN REVIEW OF MATERIALS FOR MEETING WITH J. SHEEHAN (0.9); MEETING WITH R. CARUSO RE RECLAMATION STATUS (0.5); MEETING WITH J. SHEEHAN RE STATUS OF RECLAMATION PROCESS AND STRATEGY GOING FORWARD (0.7); MEETING WITH A. FRANKUM AND R. CARUSO RE SAME (0.3); MEETING WITH C. CATTELL AND A. FRANKUM RE SAME (1.4).
MICHELI MJ	01/26/06	0.50	TELECONFERENCE WITH A. FRANKUM RE RECLAMATION STATUS (0.3); REVIEW RECLAMATION ORDER RE COMMITTEE REVIEW (0.2).
MICHELI MJ	01/27/06	0.70	ANALYSIS OF DAILY RECLAMATION CLOSING STATISTICS (0.3); CORRESPONDENCE WITH A. FRANKUM RE PROVIDING CLAIMS TO THE COMMITTEE (0.4).
MICHELI MJ	01/30/06	1.20	ANALYSIS OF DAILY RECLAMATION STATISTICS (0.3); DRAFTED REVISED MEMO RE STATUS OF RECLAMATION PROCESS AND PLAN GOING FORWARD (0.5); TELECONFERENCE WITH T. MCDONAGH RE SPECIFIC RECLAMATION CLAIMS (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	01/31/06	3.40	TELECONFERENCE WITH C. CATTELL RE RECLAMATION STATUS (0.3); TELECONFERENCE WITH J. DREW RE RECLAMATION CLAIMANT AND STATUS OF CLAIM (0.2); TELECONFERENCE WITH T. MCDONAGH RE SAME (0.2); REVISED STATEMENT OF RECLAMATION (0.6); BEGAN REVIEW OF RECLAMATION MATERIALS IN PREPARATION FOR TELECONFERENCE WITH THE COMMITTEE (0.9); TELECONFERENCE WITH R. CARUSO AND J. LYONS RE SAME (0.2); TELECONFERENCE WITH M. BROUDE, B. PICKERING, R. CARUSO AND J. LYONS RE RECLAMATION STATUS AND REPORTING (0.5); CONTINUED REVIEW OF RECLAMATION STATISTICS RE CLAIMS TO COMMITTEE FOR REVIEW (0.5).
		<b>40.90</b>	
<b>Total Associate</b>		<b>45.20</b>	
NEGRON AM	01/05/06	1.20	UPDATE SERVICE LIST (0.2) AND REVIEW AND UPDATE RECLAMATION CLAIMS INDEX (1.0).
NEGRON AM	01/06/06	1.80	REVIEW AND UPDATE RECLAMATION CLAIMS LIST (0.9) AND FILE RECLAMATION CLAIMS (0.9).
NEGRON AM	01/25/06	0.60	ORGANIZE RECLAMATION CLAIMS FILES (0.6).
NEGRON AM	01/31/06	0.60	FILE AND ORGANIZE RECLAMATION CLAIMS FILES (0.6).
		<b>4.20</b>	
<b>Total Legal Assistant Support</b>		<b>4.20</b>	
<b>TOTAL TIME</b>		<b><u>51.50</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Claims Admin. (Reclamation/Trust Funds)**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	01/24/06	Micheli MJ	284.30
Air/Rail Travel - vendor feed	01/25/06	Micheli MJ	284.31
Air/Rail Travel - vendor feed	01/25/06	Micheli MJ	120.39
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$689.00</b>
In-house Reproduction	01/03/06	Copy Center, D	12.76
In-house Reproduction	01/06/06	Copy Center, D	2.89
In-house Reproduction	01/10/06	Copy Center, D	16.75
In-house Reproduction	01/13/06	Copy Center, D	7.97
In-house Reproduction	01/20/06	Copy Center, D	10.37
In-house Reproduction	01/24/06	Copy Center, D	2.49
In-house Reproduction	01/24/06	Copy Center, D	21.73
In-house Reproduction	01/27/06	Copy Center, D	49.04
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$124.00</b>
Telephone Expense	01/27/06	Telecommunications, D	9.77
Telephone Expense	01/27/06	Telecommunications, D	11.73
Telephone Expense	01/27/06	Telecommunications, D	0.50
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$22.00</b>
Westlaw	01/08/06	Toussi S	211.00
		<b>TOTAL WESTLAW</b>	<b>\$211.00</b>
Out-of-Town Travel	01/19/06	Micheli MJ	40.03
Out-of-Town Travel	01/19/06	Micheli MJ	83.99
Out-of-Town Travel	01/19/06	Micheli MJ	83.99
Out-of-Town Travel	01/25/06	Micheli MJ	30.00
Out-of-Town Travel	01/25/06	Micheli MJ	83.99
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$322.00</b>
Business Meals	01/30/06	Micheli MJ	56.00
		<b>TOTAL BUSINESS MEALS</b>	<b>\$56.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Messengers/ Courier	12/25/05	Arrow Messenger Svc	24.53
Messengers/ Courier	01/20/06	Dist Serv/Mail/Page, D	10.12
Messengers/ Courier	01/24/06	Dist Serv/Mail/Page, D	34.35
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$69.00</b>
Out-of-Town Meals	01/19/06	Micheli MJ	4.18
Out-of-Town Meals	01/25/06	Micheli MJ	10.98
Out-of-Town Meals	01/25/06	Micheli MJ	20.84
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$36.00</b>
Outside Research/Internet Services	01/06/06	Pacer Service Center	24.61
Outside Research/Internet Services	01/06/06	Pacer Service Center	60.04
Outside Research/Internet Services	01/06/06	Pacer Service Center	10.35
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$95.00</b>
Wireless - Mobile/Cellular/Pager	01/09/06	Meisler RE	12.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$12.00</b>
		<b>TOTAL MATTER</b>	<b>\$1,636.00</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-21  
ASSET DISPOSITIONS (GENERAL)  
210.6 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Asset Dispositions (General)**

**Bill Date: 12/30/05  
Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
BERLIN K	11/17/05	1.40	REVIEW OF DE MINIMUS ORDER (0.3) AND DRAFT BROKER'S AFFIDAVIT (0.8) AND TELECONFERENCE WITH M. HESTER RE THE SAME (0.3).
		1.40	
COCHRAN EL	10/24/05	1.50	REVIEW 363 ASSET SALE PRESENTATION (1.5).
COCHRAN EL	10/25/05	1.10	REVIEW 363 PRESENTATION (1.1).
COCHRAN EL	11/25/05	2.70	TELECONFERENCE WITH L. DIAZ, M. FUKUDA, P. ROTH, J. LYONS RE GENERAL DIVESTURE PROGRAM (0.6); REVIEW ISSUES (2.1).
		5.30	
LYONS JK	10/21/05	1.00	REVIEW OF 363 PRESENTATIONS AND REVISIONS (1.0).
LYONS JK	10/26/05	2.80	PREPARATION FOR AND PRESENTATION OF 363 PRESENTATION TO M&A GROUP AND FIELDLED QUESTIONS (2.8).
LYONS JK	10/27/05	1.30	MEETING WITH M&A GROUP RE PEGASUS TRANSACTION AND STRUCTURE OF DEAL IN LIGHT OF CHAPTER 11 (1.3).
LYONS JK	11/25/05	1.40	PREPARATION AND PARTICIPATION IN CALL WITH L. DIAZ, M. FAKUDA, AND E. COCHRAN RE SALE ISSUES (1.4).
		6.50	
MARAFIOTI KA	10/17/05	0.40	WORK ON MOTION TO PERMIT DE MINIMIS ASSET SALES (0.4).
MARAFIOTI KA	11/01/05	0.50	CONFERENCES RE PEGASUS SALE (0.2); WORK ON ISSUES RE CSFB RETENTION BY NON-DEBTORS (0.3).
MARAFIOTI KA	11/21/05	0.30	WORK ON ISSUES RE SALE OF FOLEY, ALABAMA PROPERTY (0.3).
MARAFIOTI KA	11/29/05	0.30	REVIEW AND REVISE NOTICE OF PROPOSED SALE OF PROPERTY BY PACKARD HUGHES TO L. WIREMAN AND SUPPORTING AFFIDAVIT (0.3).
		1.50	
<b>Total Partner</b>		<b>14.70</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	10/17/05	2.60	REVIEWED AND REVISED MOTION, ORDER AND NOTICE FOR DE MINIMIS ASSET SALE (1.2); RESEARCH RE 1146(C) AND ITS APPLICABILITY TO THE DE MINIMIS MOTION (1.4).
DE ELIZALDE D	11/14/05	1.20	DRAFTING NOTICE OF SALE OF DE MINIMIS ASSET (1.2).
DE ELIZALDE D	11/22/05	0.50	REVIEWED NOTICE OF SALE AND AFFIDAVIT RE DE MINIMIS SALE OF FOLEY PROPERTY (0.5).
DE ELIZALDE D	11/29/05	0.90	REVIEWED NOTICE OF DE MINIMIS FOLEY SALE (0.9).
		5.20	
MEISLER RE	10/16/05	1.30	REVIEW AND REVISE DE MINIMIS ASSET SALE MOTION (1.3).
MEISLER RE	10/17/05	2.40	REVIEW AND REVISE DE MIMINIS ASSET SALE MOTION (2.4).
MEISLER RE	10/21/05	0.90	ATTENTION TO DE MINIMIS ASSETS PROCEDURES (0.4); TELECONFERENCE WITH L. MARION RE SAME (0.2); COMMENTED ON INTERNAL NOTICE RE SAME (0.3).
MEISLER RE	11/02/05	1.50	PARTICIPATED IN MEETING WITH J. SHEEHAN RE ASSET SALES AND ORDINARY COURSE PROTOCOL (1.5).
MEISLER RE	11/09/05	1.90	PREPARED FOR PBR KNOXVILLE MEETING (0.2); ATTENDED PBR KNOXVILLE MEETING (1.7).
MEISLER RE	11/11/05	0.70	TELECONFERENCE WITH G. OGUNSAYA RE PBR KNOXVILLE RESEARCH (0.2); ATTENTION TO SAME (0.5).
MEISLER RE	11/14/05	0.80	REVIEWED PRIOR PRECEDENT AND RESPONDED TO S. CORCORAN AND M. LOEB INQUIRY RE CONDITION PRECEDENT AND COVENANT LANGUAGE TO BE INCLUDED IN A PURCHASE AGREEMENT TO ADDRESS THE DE MINIMIS ASSET ORDER (0.8).
MEISLER RE	11/17/05	0.60	REVIEWED AND REVISED ASSET SALE PROTOCOL (0.6).
MEISLER RE	11/19/05	0.30	TELECONFERENCE WITH G. OGUNSAYA RE PBR KNOXVILLE (0.1); ANALYSIS OF PRESENTATION PROVIDED BY PBR TENNESSEE RE SAME (0.2).
MEISLER RE	11/20/05	0.90	TELECONFERENCE WITH G. OGUNSAYA AND M. MICHELI RE PBR KNOXVILLE AND EFFECTS OF DELAWARE LIMITED LIABILITY COMPANY ACT ON JOINT VENTURE (0.7); DRAFTED NOTES TO FILE RE SAME (0.2).
MEISLER RE	11/25/05	0.30	CONTINUE TO EVALUATE PBR MATTER (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**11.60**

MICHELI MJ	11/14/05	2.50	BEGAN REVIEW OF DE MINIMIS ASSET SALE NOTICE RE SALE OF ASSETS (0.2); BEGAN REVIEW OF CERTAIN DE MINIMIS ASSET SALE (0.6); BEGAN DRAFTING MEMO RE SAME (1.5); ANALYSIS OF ASSETS PURCHASE AGREEMENT RE SAME (0.2).
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MICHELI MJ	11/15/05	0.20	REVIEW DE MINIMIS ASSET PROCEDURES RE CERTAIN SALE OF ASSETS (0.2).
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**2.70**

OGUNSANYA GO	11/20/05	3.90	FURTHER RESEARCH RE DE CORPORATE LAW AND PBR KNOXVILLE CORPORATE ISSUES (3.9).
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OGUNSANYA GO	11/21/05	2.10	DRAFTING/RESEARCH OF PBR KNOXVILLE CONFIDENTIALITY AGREEMENT (2.1).
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OGUNSANYA GO	11/22/05	1.50	RESEARCH RE TAX ID FOR ENVIRONMENTAL CATALYST (0.3); DRAFTING OF CONFIDENTIALITY AGREEMENT (0.5); TELECONFERENCE WITH R. MEISLER RE PBR KNOXVILLE OPERATING AGREEMENT (0.7).
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**7.50**

TOUSSI S	10/16/05	0.30	REVIEW DE MINIMIS ASSET SALE MOTION (0.3).
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TOUSSI S	10/22/05	2.40	DRAFT AND REVISE PRESENTATION ON 363 ASSET SALES (1.4); RESEARCH ISSUES RE FIDUCIARY ISSUES AND BUSINESS JUDGMENT RULE (1.0).
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TOUSSI S	10/23/05	5.20	FINALIZE PRESENTATION (1.8); EDIT AND REVISE 363 ASSET SALE PRESENTATION (3.4).
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TOUSSI S	10/24/05	2.40	EDIT AND REVISE 363 ASSET SALE PRESENTATION (2.4).
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TOUSSI S	10/25/05	1.00	EDIT AND REVISE MEMO RE 363 ASSET SALE TRANSACTIONS PRESENTATION (1.0).
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TOUSSI S	10/27/05	0.80	FOLLOW-UP ISSUES RE ASSET PURCHASE AGREEMENT PRESENTATIONS (0.8).
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TOUSSI S	10/28/05	1.20	EDIT AND REVISE 363 ASSET SALE PRESENTATION (1.2).
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**13.30**

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	11/30/05	2.30	BEGIN RESEARCH RE JCI BATTERY PAYMENT (2.3) .
		2.30	
ZIEGLER VE	10/17/05	6.70	WORK ON DE MINIMIS ASSETS MOTION AND ORDER (3.1); RESEARCH RE APPLICABILITY OF 1146(C) ON DE MINIMIS ASSETS MOTION (3.6) .
ZIEGLER VE	10/18/05	2.90	WORK ON DE MINIMIS ASSETS MOTION AND ORDER (2.9) .
		9.60	
<b>Total Associate/Law Clerk</b>		<b>52.20</b>	
DEMMA J	11/30/05	1.10	PREPARE/FILE AFFIDAVIT OF SERVICE RE PROPOSED SALE OF ASSETS (1.1) .
		1.10	
<b>Total Legal Assistant</b>		<b>1.10</b>	
<b>TOTAL TIME</b>		<b><u>68.00</u></b>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Asset Dispositions (General)**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/18/05	Copy Center, D	11.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$11.00</b>
Lexis/Nexis	11/30/05	Zaltzman H	125.00
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$125.00</b>
Messengers/ Courier	11/11/05	Dist Serv/Mail/Page, D	10.34
Messengers/ Courier	11/15/05	Dist Serv/Mail/Page, D	10.33
Messengers/ Courier	11/15/05	Dist Serv/Mail/Page, D	10.33
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$31.00</b>
		<b>TOTAL MATTER</b>	<b>\$167.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Asset Dispositions (General)**

**Bill Date: 01/31/06  
Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
COCHRAN EL	12/05/05	2.90	REVIEW CATALYST CONTRACT (2.9).
COCHRAN EL	12/06/05	3.80	REVIEW MATERIALS AND DRAFT CONTRACT FOR CATALYST SALE (3.8).
COCHRAN EL	12/07/05	1.40	REVIEW CATALYST ISSUES (1.4).
COCHRAN EL	12/08/05	3.60	REVIEW CATALYST ISSUES RE SALE CONTRACT (3.6).
COCHRAN EL	12/09/05	2.10	REVIEW REVISED CATALYST AGREEMENT (2.1).
COCHRAN EL	12/13/05	3.50	TELECONFERENCE WITH L. DIAZ, S. CORCORAN ON CATALYST SALE; REVIEW ISSUES (3.5).
COCHRAN EL	12/14/05	1.10	ISSUES RELATING TO CATALYST SALE CONTRACT (1.1).
COCHRAN EL	12/15/05	1.40	REVIEW ISSUES RELATING TO DRAFT CATALYST CONTRACT (1.4).
COCHRAN EL	12/19/05	1.60	REVIEW REVISED PURCHASE AGREEMENT (1.6).
		<b>21.40</b>	
LYONS JK	12/05/05	3.00	DISCUSSION OF AND STRATEGY RE PEGASUS TRANSACTION, COMMENTS TO AGREEMENT (3.0).
LYONS JK	12/07/05	2.20	REVIEW OF PEGASUS AGREEMENT, CONFERENCE WITH S. CORCORAN RE OPEN MATTERS, COMMENTS AND REVISIONS THERETO (2.2).
LYONS JK	12/13/05	1.00	REVIEW OF PEGASUS AGREEMENT MARK UP (1.0).
		<b>6.20</b>	
<b>Total Partner</b>		<b>27.60</b>	
GIBSON ML	12/05/05	0.30	DISCUSSIONS WITH INTERNAL TEAM RE CATALYST AGREEMENT (0.3).
GIBSON ML	12/06/05	7.60	REVIEWED CATALYST PURCHASE AGREEMENT (4.8); TELECONFERENCES WITH INTERNAL TEAM AND CLIENT RE SAME (0.4); PREPARED ISSUES LIST (2.4).
GIBSON ML	12/07/05	10.60	FINALIZED AND DISTRIBUTED ISSUES LIST FOR CATALYST SALE (1.0), CONFERENCE CALL WITH CLIENT RE ISSUES LIST (3.2); BEGAN REVISING AGREEMENT (6.4).
GIBSON ML	12/08/05	7.70	REVIEWED AND REVISED PURCHASE AGREEMENT (7.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

GIBSON ML	12/09/05	2.60	TELECONFERENCES WITH PARTNER AND CLIENT RE PURCHASE AGREEMENT (0.6); REVISED PURCHASE AGREEMENT TO REFLECT DISCUSSIONS AND DISTRIBUTED (1.7); REVIEWED AND REVIEWED AND COMMENTED ON PRESS RELEASE (0.2); CORRESPONDENCE RE DILIGENCE ON PRESS RELEASE TOPICS (0.1).
GIBSON ML	12/12/05	1.10	TELECONFERENCES WITH L. DIAZ (0.3), CALLS/CORRESPONDENCE WITH INTERNAL TEAM (0.3), REVISED ANNOTATED ISSUES LIST (0.3); GATHERED PRECEDENT FOR PROVISION (0.2).
GIBSON ML	12/13/05	3.70	MULTIPLE CALLS/CORRESPONDENCE WITH CLIENT AND INTERNAL TEAM RE CATALYST ISSUES (0.8); BEGAN REVIEWING NEW DRAFT OF CONTRACT (2.9).
GIBSON ML	12/14/05	3.80	REVIEWED NEW DRAFTS OF PURCHASE AGREEMENT AND PREPARED COMMENTS (3.5); TELECONFERENCES AND CORRESPONDENCE WITH PARTNERS AND CLIENT RE SAME (0.3).
GIBSON ML	12/15/05	2.90	REVIEWED LATEST DRAFT OF M.S.A. AND CONSOLIDATED COMMENTS (1.3); DRAFTED RIDERS (1.6).
GIBSON ML	12/19/05	1.20	REVIEWED AND COMMENTED ON LATEST DRAFT OF PURCHASE AGREEMENT (1.1), TELECONFERENCES WITH INTERNAL TEAM RE SAME (0.1).
		41.50	
MEISLER RE	12/05/05	0.30	TELECONFERENCE WITH K. CRAFT RE JCI REQUEST TO TRANSITION BATTERY PRODUCTION PER PURCHASE AGREEMENT (0.1); EVALUATE AGREEMENT (0.2).
MEISLER RE	12/07/05	3.60	TELECONFERENCES WITH S. SPODEK RE JCI TRANSACTION (0.9); TELECONFERENCE WITH S. BOBO RE SAME (0.2); REVIEWED DOCUMENTS RE SAME (2.5).
MEISLER RE	12/08/05	3.60	REVIEWED MALAYSIAN SHARE TRANSFER (0.5); TELECONFERENCES WITH L. HIESTAND RE SAME (0.3); CONTINUED EVALUATION OF JCI MATTER (0.9); CONFERENCE WITH S. SPODEK AND A. VANDENBURG RE JCI (1.0); CONFERENCE WITH S. SPODEK, A. VANDENBURG AND K. CRAFT RE JCI (0.4); DRAFTED NOTES TO FILE RE SAME (0.5).
MEISLER RE	12/09/05	1.20	CONTINUE TO REVIEW JCI MATTER (0.8); TELECONFERENCE WITH J. ERTLE AND K. CRAFT RE SAME (0.1); TELECONFERENCE WITH S. BOBO RE SAME (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	12/14/05	1.10	ATTENTION TO ISSUE OF TRANSITIONING BUSINESS RELATED SALE OF BATTERY BUSINESS TO JCI AND DRAFTED LETTER RE SAME (1.1).
MEISLER RE	12/15/05	1.30	TELECONFERENCE WITH COUNSEL TO TADITEL IN RESPONSE TO CORRESPONDENCE AND DISCUSSED POTENTIAL SALE OF DORMANT EQUIPMENT (0.5); DRAFTED NOTES TO FILE RE SAME (0.2); CONTINUED ANALYSIS OF JCI TRANSACTION (0.6).
		11.10	
STUART NL	12/13/05	3.20	ELECTRONIC RESEARCH RE TERMS OF "HYBRID" SALES OF ASSETS (3.2).
STUART NL	12/20/05	3.10	REVIEW DOCUMENTS RELATED TO JOHNSON CONTROLS AGREEMENT (3.1).
		6.30	
ZALTZMAN H*	12/01/05	6.50	RESEARCH CORPORATE APPROVAL OR BOARD APPROVAL APPLICATION OF VERTICAL TEST OF WHETHER PROPOSED DELPHI SATELLITE TRANSACTION/ACTION WOULD BE DEEMED ORDINARY COURSE OF ACTION UNDER SECTION 363 OF THE BR CODE (3.3); RESEARCH RE JCI PAYMENTS AND RELATED ISSUES (3.2).
ZALTZMAN H*	12/02/05	2.80	CONTINUE RESEARCH RE JCI BATTERY ISSUES (2.8).
ZALTZMAN H*	12/03/05	4.40	CONTINUE TO RESEARCH JCI PAYMENT ISSUES (2.7); DRAFT MEMOS RE SAME (1.7).
		13.70	
Total Associate/Law Clerk		72.60	
TOTAL TIME		<u>100.20</u>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Asset Dispositions (General)**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	12/09/05	Copy Center, D	7.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$7.00</b>
Telephone Expense	12/29/05	Telecommunications, D	3.86
Telephone Expense	12/29/05	Telecommunications, D	6.27
Telephone Expense	12/29/05	Telecommunications, D	0.87
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$11.00</b>
Lexis/Nexis	12/01/05	Zaltzman H	633.34
Lexis/Nexis	12/02/05	Zaltzman H	10.86
Lexis/Nexis	12/03/05	Zaltzman H	433.92
Lexis/Nexis	12/05/05	Zaltzman H	131.39
Lexis/Nexis	12/06/05	Zaltzman H	797.72
Lexis/Nexis	12/14/05	Zaltzman H	400.54
Lexis/Nexis	12/23/05	Zaltzman H	196.92
Lexis/Nexis	12/27/05	Zaltzman H	99.31
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$2,704.00</b>
Westlaw	12/13/05	Stuart NL	90.00
		<b>TOTAL WESTLAW</b>	<b>\$90.00</b>
Messengers/ Courier	12/16/05	Dist Serv/Mail/Page, D	25.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$25.00</b>
Out-of-Town Meals	12/08/05	Meisler RE	3.35
Out-of-Town Meals	12/08/05	Meisler RE	2.16
Out-of-Town Meals	12/08/05	Meisler RE	12.49
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$18.00</b>
		<b>TOTAL MATTER</b>	<b>\$2,855.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Asset Dispositions (General)**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
BERLIN K	01/09/06	1.10	REVIEW OF ENVIRONMENTAL CONTRACT LANGUAGE ISSUES IN SALES AGREEMENTS (1.1).
		1.10	
COCHRAN EL	01/06/06	0.90	REVIEW SLIDES FOR M&A PRESENTATION (0.9).
COCHRAN EL	01/09/06	1.90	REVIEW MATERIAL RE BRAKE DISPOSITION (0.5); PARTICIPATED IN TELECONFERENCE WITH S. OLSEN RE BRAKE DISPOSITION (1.4).
COCHRAN EL	01/11/06	1.30	REVIEW TIMETABLE FOR PEGASUS TRANSACTION (1.3).
COCHRAN EL	01/30/06	1.30	REVIEW AND COMMENT ON BID LETTER RELATING TO CATALYST SALE (1.3).
		5.40	
LYONS JK	01/10/06	2.00	REVIEW OF DISPOSITION ISSUES RE SUBSIDIARY AND FUNDING ISSUES (2.0).
LYONS JK	01/24/06	1.10	MEETING WITH CLIENT RE PEGASUS TRANSACTION AND NEW BRUNSWICK PUT MATTERS (1.1).
LYONS JK	01/29/06	1.10	REVIEW AND REVISIONS TO PEGASUS BID PROCESS LETTER (1.1).
		4.20	
<b>Total Partner</b>		<b>10.70</b>	
MATZ TJ	01/17/06	2.10	REVIEW AND COMMENT ON SALE AGREEMENT RE SHANGHAI DELCO ELECTRONICS AND NOTICE OF DE MINIMIS SALE (1.2); FOLLOW UP CORRESPONDENCE AND ADDITIONAL WORK RE SAME AND NOTICING REQUIREMENTS (0.9).
MATZ TJ	01/18/06	0.50	FURTHER CORRESPONDENCE RE PROPOSED SHANGHAI DELCO (0.3); FOLLOW UP RE SAME (0.2).
MATZ TJ	01/19/06	0.60	CONTINUING WORK ON AGREEMENT TO SELL SHANGHAI DELCO ELECTRONICS (0.4) AND CORRESPONDENCE IN RESPECT THEREOF (0.2).
MATZ TJ	01/20/06	0.30	CONTINUING WORK ON SALE OF SHANGHAI DELCO ELECTRONICS AND NOTICE THEREOF (0.3).
MATZ TJ	01/23/06	1.10	CONTINUING WORK ON SHANGHAI DELCO EQUITY TRANSFER AND NOTICING (0.8); AND FOLLOW UP WORK RE ISSUES IN RESPECT THEREOF (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	01/24/06	0.40	CONTINUING WORK ON POSSIBLE SALE OF SHANGHAI DELCO (0.4).
MATZ TJ	01/25/06	0.40	CORRESPONDENCE AND FOLLOW UP RE SHANGHAI DELCO DISPOSITION AND STRUCTURE OF TRANSACTION (0.4).
MATZ TJ	01/27/06	0.40	CORRESPONDENCE AND FOLLOW UP WORK RE POSSIBLE SHANGHAI DELCO SALE (0.4).
MATZ TJ	01/30/06	0.60	CORRESPONDENCE FROM LATHAM RE IRVINE PLANT DISPOSITION (0.2); CONTINUING WORK ON SHANGHAI DELCO TRANSACTION (0.4).
MATZ TJ	01/31/06	0.50	FOLLOW UP WORK RE SHANGHAI DELCO MOTION (0.3); REVIEW CORRESPONDENCE RE SAME (0.2).
		<b>6.90</b>	
<b>Total Counsel</b>		<b>6.90</b>	
MEISLER RE	01/18/06	0.40	REVIEWED SALE NOTICE OF DE MINIMIS ASSETS (0.4).
MEISLER RE	01/19/06	0.50	REVIEWED DOCUMENTATION RE SALE OF PROJECT DISH (0.5).
MEISLER RE	01/20/06	0.40	REVIEWED INQUIRY RE POTENTIAL SALE OF ASSET (0.2); DRAFTED RESPONSE RE APPLICABILITY OF DE MIMINIS ASSET SALE PROCEDURES (0.2).
MEISLER RE	01/23/06	0.70	ANALYSIS OF PROJECT DISH AND DE MINIMIS SALE ORDER (0.3); CONFERENCES WITH T. MATZ RE SAME (0.1, 0.1); TELECONFERENCE WITH C. PILKINGTON RE SAME (0.2).
MEISLER RE	01/24/06	0.30	CONFERENCE WITH J. LYONS RE SALE OF NEW JERSEY FACILITY (0.1); CONFERENCE WITH N. STUART RE PROJECT DISH (0.2).
MEISLER RE	01/25/06	0.50	CONTINUED ANALYSIS OF PROJECT DISH (0.5).
MEISLER RE	01/27/06	0.50	TELECONFERENCES WITH M FUKUDA RE TRANSACTIONAL INQUIRES (0.3, 0.1, 0.1).
MEISLER RE	01/31/06	2.10	WORKED ON PROJECT DISH (0.5); TELECONFERENCE WITH L. HIESTAND RE SAME (0.3); WORKED ON AND RESEARCHED ISSUE RE POTENTIAL SALE OR ASSIGNMENT OF INTELLECTUAL PROPERTY RE DELPHI DUETSCHLAND (0.8); TELECONFERENCE WITH K. BERLIN RE NEW BRUNSWICK PUT (0.3) AND DRAFTED INTERNAL NOTES RE SAME (0.2).
		<b>5.40</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

STUART NL	01/16/06	0.70	FOLLOW-UP ON INVESTMENT PROCEDURES (0.7).
STUART NL	01/17/06	0.40	ATTENTION TO PROJECT DISH (0.4).
STUART NL	01/19/06	5.20	COMMENT ON EQUITY TRANSFER AGREEMENT AND DE MINIMIS SALE NOTICE FOR PROJECT DISH (2.3); VARIOUS TELECONFERENCES RE SAME (0.7); RESEARCH RE CERTAIN TRANSFER ISSUES (2.2).
STUART NL	01/20/06	2.50	WORK ON FURUKAWA DE MINIMIS INVESTMENT MOTION (0.7); WORK ON BORG & BECK DE MINIMIS SALE NOTICE AND REVIEW CORRESPONDING DOCUMENTS (1.8).
STUART NL	01/21/06	0.90	REVISE PROJECT DISH SALE AGREEMENT (0.6); REVISE DE MINIMIS ASSET SALE NOTICE (0.3).
STUART NL	01/23/06	5.00	REVISE BORG & BECK DE MINIMIS ASSET SALE NOTICE (0.9); COORDINATE SERVICE OF SAME (0.2); RESEARCH DISPOSITION OF EQUITY OF JOINT VENTURE IN CONNECTION WITH PROJECT DISH (3.9).
STUART NL	01/24/06	3.60	MULTIPLE TELECONFERENCES ON PROJECT DISH (1.3); CONTINUE RESEARCH RE TRANSFER OF EQUITY IN CONNECTION WITH PROJECT DISH (2.3).
STUART NL	01/31/06	2.20	TELECONFERENCE WITH CLIENT RE JV EQUITY DISPOSITION (0.3); RESEARCH CLAIMS RE SAME (1.9).
		20.50	
<b>Total Associate</b>		25.90	
SALAZAR AG	01/11/06	1.50	SEARCH FOR AND SEND COPY OF NOTICE OF SALE AS REQUESTED (0.5); REVIEW NOTICE PARTIES FOR STIPULATION AND AMEND (1.0).
		1.50	
<b>Total Legal Assistant</b>		1.50	
<b>TOTAL TIME</b>		<b><u>45.00</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Asset Dispositions (General)**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	01/27/06	Telecommunications, D	2.65
Telephone Expense	01/27/06	Telecommunications, D	3.24
Telephone Expense	01/27/06	Telecommunications, D	0.11
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$6.00</b>
Westlaw	01/21/06	Stuart NL	80.90
Westlaw	01/23/06	Stuart NL	196.62
Westlaw	01/30/06	Stuart NL	193.57
Westlaw	01/31/06	Stuart NL	113.91
		<b>TOTAL WESTLAW</b>	<b>\$585.00</b>
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	3.00
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$3.00</b>
Messengers/ Courier	01/08/06	United Parcel Service	67.69
Messengers/ Courier	01/15/06	United Parcel Service	29.16
Messengers/ Courier	01/28/06	United Parcel Service	29.15
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$126.00</b>
Outside Research/Internet Services	01/06/06	Pacer Service Center	24.00
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$24.00</b>
Wireless - Mobile/Cellular/Pager	12/09/05	Meisler RE	25.77
Wireless - Mobile/Cellular/Pager	01/09/06	Meisler RE	23.23
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$49.00</b>
		<b>TOTAL MATTER</b>	<b>\$793.00</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-22  
LITIGATION (INSURANCE RECOVERY)  
175.5 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Litigation (Insurance Recovery)

Bill Date: 12/30/05  
Bill Number: 1091378

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/17/05	1.10	PREPARE FOR (0.3) AND ATTEND (0.8) WORKING GROUP MEETING WITH DELPHI MANAGEMENT RE NEXT STEPS WITH D&Q RELATED STATE AND FEDERAL COURT LITIGATION.
		1.10	
<b>Total Partner</b>		1.10	
MICHELI MJ	11/16/05	0.50	CONTINUED REVIEW AND ANALYSIS OF LEAD PLAINTIFF'S MOTION FOR MODIFICATION OF THE AUTOMATIC STAY (0.3); TELECONFERENCE WITH I. LEVEE RE SAME (0.2).
MICHELI MJ	11/17/05	1.90	CONTINUED REVIEW AND ANALYSIS OF LEAD PLAINTIFF'S MOTION FOR MODIFICATION OF THE AUTOMATIC STAY (0.7); TELECONFERENCE WITH I. LEVEE RE SAME (0.3); TELECONFERENCE WITH B. POLOVOY RE SAME (0.3); DRAFTED CORRESPONDENCE TO DELPHI GROUP RE SAME (0.4); DRAFTED CORRESPONDENCE WITH I. LEVEE RE SAME (0.2).
MICHELI MJ	11/18/05	1.40	DRAFTED CORRESPONDENCE RE LEAD PLAINTIFF'S MOTION FOR MODIFICATION TO AUTOMATIC STAY (0.6); TELECONFERENCE WITH J. PAPELIAN RE SAME (0.3); TELECONFERENCE WITH I. LEVEE RE SAME (0.2); DRAFTED CORRESPONDENCE TO I LEVEE RE SAME (0.3).
MICHELI MJ	11/20/05	1.80	BEGAN ANALYSIS OF AUTOMATIC STAY ISSUES IN CONNECTION WITH ERISA RELATED LAWSUIT (1.1); DRAFTED MEMO RE SAME (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	11/21/05	2.40	CONTINUED DRAFTING MEMO RE ERISA RELATED LAWSUIT (0.3); BEGAN REVIEW OF DELCO LAWSUIT AND REQUEST FOR DISCOVERY MATERIALS (0.3); BEGAN DRAFTING LETTER RE SAME (0.4); CONTINUED DRAFTING CORRESPONDENCE WITH J. PAPELIAN RE LEAD PLAINTIFFS' MOTION FOR MODIFICATION TO LIFT THE STAY (0.3); CONTINUED ANALYSIS OF CASE LAW RE SAME (0.4); ANALYSIS OF CONTINUED LIFT STAY ACTIONS (0.3); REVIEW FAX FROM ELMORE RE RE-NOTICING MOTION (0.2); TELECONFERENCE WITH B. POLOVOY RE ERISA RELATED LAWSUIT (0.2).
MICHELI MJ	11/23/05	0.20	DRAFTED SCRIPT FOR LEAD PLAINTIFFS' MOTION FOR MODIFICATION OF AUTOMATIC STAY (0.2).
		8.20	
<b>Total Associate</b>		8.20	
<b>TOTAL TIME</b>		<u>9.30</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Litigation (Insurance Recovery)**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Westlaw	10/24/05	Micheli MJ	209.09
Westlaw	10/27/05	Micheli MJ	126.22
Westlaw	10/31/05	Micheli MJ	83.75
Westlaw	11/20/05	Micheli MJ	42.94
		<b>TOTAL WESTLAW</b>	<b>\$462.00</b>
		<b>TOTAL MATTER</b>	<b>\$462.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Litigation (Insurance Recovery)

Bill Date: 01/31/06  
Bill Number: 1092991

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	12/27/05	0.20	EMAILS FROM/TO D. SHERBIN AND J. PAPELIAN RE BACKGROUND BRIEFING AND JANUARY 3RD MEETING AT COMPANY IN TROY (0.2).
BUTLER, JR. J	12/29/05	0.40	REVIEW AND FINALIZE OBJECTION TO LEAD PLAINTIFF'S MOTION TO MODIFY AUTOMATIC STAY RE DOCUMENT DISCOVERY (0.4).
BUTLER, JR. J	12/30/05	0.80	REVIEW AND FINALIZE OBJECTION TO LEAD PLAINTIFFS' MOTION TO COMPEL SECURITIES DISCOVERY IN KECP MOTION CONTESTED HEARING (0.8).
		1.40	
MARAFIOTI KA	12/29/05	1.40	WORK ON OBJECTION TO LEAD PLAINTIFFS' STAY RELIEF REQUEST (1.4).
		1.40	
SPRINGER DE	12/13/05	1.10	REVIEW AND REVISE LETTER TO SCALP RE LIFT STAY MOTION (0.4); STAFF CONFERENCE RE LIFT-STAY MOTION BY SCALP (0.7).
SPRINGER DE	12/14/05	0.30	REVIEW AND REVISE LETTER TO SCALP RE LIFT-STAY MOTION (0.3).
SPRINGER DE	12/20/05	1.30	LEGAL RESEARCH RE OBJECTION TO SCALP MOTION TO LIFT STAY (1.3).
SPRINGER DE	12/21/05	5.50	LEGAL RESEARCH AND DRAFTING OBJECTION TO SCALP MOTION TO LIFT STAY (5.5).
SPRINGER DE	12/22/05	3.60	RESEARCH AND REVISE OBJECTION TO SCALP MOTION TO LIFT STAY (3.6).
SPRINGER DE	12/23/05	3.80	RESEARCH AND REVISE OBJECTION TO SCALP MOTION TO LIFT STAY (3.8).
SPRINGER DE	12/24/05	2.50	RESEARCH AND DRAFT OBJECTION TO SCALP'S MOTION TO LIFT STAY (2.3).
SPRINGER DE	12/25/05	2.00	REVIEW AND CIRCULATE DRAFT OBJECTION TO SCALP MOTION TO LIFT STAY (1.8).
SPRINGER DE	12/26/05	0.60	TELECONFERENCES WITH R. MEISLER RE SCALP LIFT STAY MOTION AND DISCOVERY MOTION (0.6).
		20.70	
<b>Total Partner</b>		<b>23.50</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FERN BM	12/14/05	1.10	BEGAN DRAFTING MOTION TO APPROVE JOINT REVIEW AGREEMENTS (1.1).
FERN BM	12/28/05	5.30	DRAFTED OMNIBUS OBJECTION TO LIFT STAY MOTIONS (2.9); RESEARCH RE PSLRA STAY (0.6); REVIEWED AND REVISED OBJECTION TO LEAD PLAINTIFFS' LIFT STAY MOTION (1.8).
FERN BM	12/29/05	5.00	REVIEWED AND REVISED OBJECTION TO LEAD PLAINTIFFS' LIFT STAY MOTION (2.3); ADDITIONAL REVISIONS TO OBJECTION TO LEAD PLAINTIFFS' LIFT STAY MOTION (1.8); FINAL REVISIONS AND ATTENTION TO OBJECTION TO LEAD PLAINTIFFS' LIFT STAY MOTION (0.9).
		11.40	
MEISLER RE	12/12/05	2.30	PARTICIPATED ON CONFERENCE CALL RE LEAD PLAINTIFFS (0.8); CONTINUED WORKING ON SAME (1.5).
MEISLER RE	12/13/05	3.90	CONTINUED ATTENTION AND ANALYSIS OF LEAD PLAINTIFFS' MOTION TO LIFT STAY (3.9).
MEISLER RE	12/15/05	1.70	PARTICIPATED ON PRE-CALL RE LEAD PLAINTIFFS (0.3); PARTICIPATED ON CALL WITH LEAD PLAINTIFFS (0.7); CONTINUED ATTENTION TO SAME (0.7).
MEISLER RE	12/20/05	1.20	REVIEWED AND COMMENTED ON OBJECTION TO MOTION OF LEAD PLAINTIFFS TO LIFT THE STAY (1.2).
MEISLER RE	12/27/05	1.20	REVIEW AND COMMENT ON OBJECTION TO LEAD PLAINTIFFS MOTION TO LIFT STAY (1.2).
MEISLER RE	12/28/05	2.90	CONTINUED TO REVIEW AND COMMENT ON OBJECTION TO LEAD PLAINTIFFS' MOTION TO LIFT STAY AND BEGAN INCORPORATING SHEARMAN COMMENTS (2.9).
MEISLER RE	12/29/05	3.10	TELECONFERENCES WITH J. PAPELIAN RE LEAD PLAINTIFFS (0.4); CONTINUED TO WORK ON SAME (2.5); TELECONFERENCE WITH J. PAPELIAN AND D. PARSHALL RE SAME (0.2).
		16.30	
MICHELI MJ	12/01/05	0.70	DRAFTED CORRESPONDENCE RE LEAD PLAINTIFFS MOTION TO LIFT THE AUTOMATIC STAY (0.7).
MICHELI MJ	12/02/05	0.50	REVIEW LEAD PLAINTIFFS OBJECTION TO DELOITTE AND TOUCHE RETENTION APPLICATION (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	12/06/05	1.80	BEGAN RESEARCH RE STAY MODIFICATION IN SECURITIES RELATED LITIGATION IN CONNECTION WITH THE LEAD PLAINTIFFS MOTION TO LIFT THE AUTOMATIC STAY (1.8).
MICHELI MJ	12/07/05	1.70	DRAFTED CORRESPONDENCE TO LEAD PLAINTIFFS IN CONNECTION WITH MEET AND CONFER DATES (0.6); CONTINUED RESEARCH RE STAY MODIFICATION IN SECURITIES RELATED LITIGATION IN CONNECTION WITH THE LEAD PLAINTIFFS MOTION TO LIFT THE AUTOMATIC STAY (1.1).
MICHELI MJ	12/08/05	4.40	CONTINUED RESEARCH RE STAY MODIFICATION IN SECURITIES RELATED LITIGATION IN CONNECTION WITH THE LEAD PLAINTIFFS MOTION TO LIFT THE AUTOMATIC STAY (4.4).
MICHELI MJ	12/10/05	6.30	CONTINUED RESEARCH RE STAY MODIFICATION IN SECURITIES RELATED LITIGATION IN CONNECTION WITH THE LEAD PLAINTIFFS MOTION TO LIFT THE AUTOMATIC STAY (6.3).
MICHELI MJ	12/11/05	0.20	DRAFTED CORRESPONDENCE TO LITIGATION GROUP RE LEAD PLAINTIFFS MOTION (0.2).
MICHELI MJ	12/12/05	8.50	TELECONFERENCE WITH J. PAPELIAN AND M. ASHLEY RE LEAD PLAINTIFFS MEET AND CONFER (0.9); MEET AND CONFER WITH LEAD PLAINTIFFS (0.5); CONTINUED RESEARCH RE STAY MODIFICATION IN SECURITIES RELATED LITIGATION IN CONNECTION WITH THE LEAD PLAINTIFFS MOTION TO LIFT THE AUTOMATIC STAY (3.9); BEGAN DRAFTING LETTER TO LEAD PLAINTIFFS (3.2).
MICHELI MJ	12/13/05	1.50	BEGAN REVISIONS TO LEAD PLAINTIFFS LETTER RE COMMENTS RECEIVED (1.5).
MICHELI MJ	12/14/05	3.50	CONTINUED RESEARCH RE STAY MODIFICATION IN SECURITIES RELATED LITIGATION IN CONNECTION WITH THE LEAD PLAINTIFFS MOTION TO LIFT THE AUTOMATIC STAY (2.3); REVISED LEAD PLAINTIFFS LETTER RE COMMENTS RECEIVED (1.2).
MICHELI MJ	12/15/05	2.50	TELECONFERENCE WITH J. PAPELIAN RE LEAD PLAINTIFFS (0.3); MEET AND CONFER WITH LEAD PLAINTIFFS RE MOTION TO LIFT STAY (0.9); BEGAN DRAFTING OBJECTION TO THE LEAD PLAINTIFFS MOTION TO LIFT THE AUTOMATIC STAY (1.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	12/16/05	1.60	CONTINUED RESEARCH RE STAY MODIFICATION IN SECURITIES RELATED LITIGATION FOR OBJECTION TO MOTION IN CONNECTION WITH THE LEAD PLAINTIFFS MOTION TO LIFT THE AUTOMATIC STAY (1.6).
MICHELI MJ	12/17/05	2.20	CONTINUED DRAFTING OBJECTION TO THE LEAD PLAINTIFFS MOTION TO LIFT THE AUTOMATIC STAY (2.2).
MICHELI MJ	12/18/05	6.70	CONTINUED DRAFTING OBJECTION TO THE LEAD PLAINTIFFS MOTION TO LIFT THE AUTOMATIC STAY (5.4); CONTINUED RESEARCH RE STAY MODIFICATION IN SECURITIES RELATED LITIGATION FOR OBJECTION TO MOTION IN CONNECTION WITH THE LEAD PLAINTIFFS MOTION TO LIFT THE AUTOMATIC STAY (1.3).
MICHELI MJ	12/19/05	4.50	CONTINUED DRAFTING OBJECTION TO THE LEAD PLAINTIFFS MOTION TO LIFT THE AUTOMATIC STAY (1.4); BEGAN REVISIONS TO OBJECTION TO THE LEAD PLAINTIFFS MOTION TO LIFT THE AUTOMATIC STAY (2.0); CONTINUED RESEARCH RE STAY MODIFICATION IN SECURITIES RELATED LITIGATION FOR OBJECTION TO MOTION IN CONNECTION WITH THE LEAD PLAINTIFFS MOTION TO LIFT THE AUTOMATIC STAY (1.1).
MICHELI MJ	12/20/05	2.60	CONTINUED REVISIONS TO OBJECTION TO LEAD PLAINTIFFS MOTION FOR RELIEF FROM STAY (2.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	12/26/05	2.10	REVISE OBJECTION TO LEAD PLAINTIFFS MOTION FOR MODIFICATION OF THE STAY (2.1).
MICHELI MJ	12/28/05	3.40	REVIEW OF EXHIBITS FOR OBJECTION TO LEAD PLAINTIFFS MOTION OF RELIEF FROM STAY (0.4); PREPARE LIST OF SPECIAL NOTICE PARTIES AND ADDRESSES (1.2); FINAL REVIEW OF OBJECTION TO LEAD PLAINTIFFS MOTION OF RELIEF FROM STAY (1.8).
MICHELI MJ	12/30/05	2.60	DRAFTED HEARING SCRIPT FOR OBJECTION TO LEAD PLAINTIFFS MOTION OF RELIEF FROM STAY (2.6).
		57.30	
<b>Total Associate</b>		85.00	
ZSOLDOS AF	12/29/05	1.10	ELECTRONICALLY FILE DEBTORS' MOTION TO QUASH AND DEBTORS' MOTION FOR PROTECTION (1.1).
		1.10	
<b>Total Legal Assistant</b>		1.10	
<b>TOTAL TIME</b>		<b><u>109.60</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Litigation (Insurance Recovery)

Bill Date: 02/28/06  
Bill Number: 1108418

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	01/08/06	1.90	CONTINUE TO PREPARE FOR JANUARY 13TH ADJOURNED MATTER HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE LEAD PLAINTIFF'S OBJECTION TO DELOITTE RETENTION AND MOTION FOR KECP DISCOVERY (1.9).
BUTLER, JR. J	01/09/06	2.20	REVIEW LEAD PLAINTIFFS' MEET AND CONFER PROPOSALS (0.4); CONTINUE TO PREPARE FOR JANUARY 13TH ADJOURNED MATTER HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE LEAD PLAINTIFF'S OBJECTION TO DELOITTE RETENTION AND MOTION FOR KECP DISCOVERY (2.2).
BUTLER, JR. J	01/10/06	3.10	PREPARE FOR (0.3) AND ATTEND (2.4) BRIEFING AND STRATEGY SESSION AT COMPANY WITH J. PAPELIAN AND M. LOEB RE CLASS ACTION AND RELATED LITIGATION MATTERS AND INVESTIGATION MATTERS; REVIEW CORRESPONDENCE AND RELATED MATTERS RE LEAD PLAINTIFF MEET AND CONFER MEETING (0.4)..
BUTLER, JR. J	01/11/06	1.50	PREPARE FOR (0.3) AND ATTEND (0.6) MEET AND CONFER TELECONFERENCE WITH LEAD PLAINTIFFS' COUNSEL AND UCC COUNSEL RE JANUARY 13TH ADJOURNED MATTER HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE LEAD PLAINTIFFS' MOTION FOR KECP DISCOVERY (AT COMPANY WITH D. SHERBIN AND J. PAPELIAN); POST-CONFERENCE TELECONFERENCE WITH R. ROSENBERG (0.2); POST-CONFERENCE MEETING WITH D. SHERBIN AND J. PAPELIAN (0.4).
BUTLER, JR. J	01/12/06	1.40	PREPARE FOR JANUARY 13TH ADJOURNED MATTER HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE LEAD PLAINTIFFS' OBJECTION TO DELOITTE RETENTION AND MOTION FOR KECP DISCOVERY (INCLUDING DEBTORS' MOTION TO QUASH TRIAL SUBPOENAS) (1.4).
BUTLER, JR. J	01/13/06	6.30	PREPARE FOR (1.8) AND ATTEND (4.5) (INCLUDING RECESSES) ADJOURNED MATTER HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE LEAD PLAINTIFFS' OBJECTION TO DELOITTE RETENTION AND MOTION FOR KECP DISCOVERY (INCLUDING DEBTORS' MOTION TO QUASH TRIAL SUBPOENAS).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

BUTLER, JR. J	01/25/06	5.30	PREPARE FOR (0.6) AND ATTEND (4.7) COORDINATION AND STRATEGY MEETING WITH D. SHERBIN, M. LOEB, J. PAPELIAN AND COUNSEL FOR REGULATORY AND PRIVATE LITIGATION IN NEW YORK CITY.
		21.70	
SPRINGER DE	01/01/06	1.00	REVIEW FINAL OBJECTION TO SCALP MOTION TO LIFT STAY (0.5); REVIEW FINAL OBJECTION TO SCALP MOTION TO COMPEL (0.5).
SPRINGER DE	01/03/06	1.20	PREPARATION FOR HEARING RE SCALP LIFT STAY MOTION AND SCALP MOTION TO COMPEL DISCOVERY (1.2).
SPRINGER DE	01/04/06	1.20	REVIEW FILINGS BY SCALP AND DEBTOR RE DELOITTE RETENTION APPLICATION (1.2).
SPRINGER DE	01/05/06	0.80	PREPARATION FOR HEARING RE SCALP LIFT STAY AND DISCOVERY MOTIONS (0.8).
SPRINGER DE	01/09/06	0.30	DRAFT MEMO RE SIDLEY REQUEST FOR CLAIMS TRADING EXEMPTION (0.3).
SPRINGER DE	01/11/06	4.20	CONFERENCE WITH D. SHERBIN RE SCALP ISSUES (0.5); PREPARATION FOR SCALP MEET AND CONFER (0.6); CONDUCT MEET AND CONFER WITH SCALP (1.1); CONFERENCE WITH J. BUTLER, D. SHERBIN, J. PAPELIAN RE SCALP ISSUES (0.4); OUTLINE LETTER TO THE COURT RE SCALP MEET AND CONFER (0.5); PREPARATION FOR ARGUMENT ON SCALP MOTION TO COMPEL (0.7); REVIEW AND REVISE SCRIPTS FOR COURT HEARING (0.4).
SPRINGER DE	01/12/06	3.70	RESEARCH AND DRAFT LETTER TO THE COURT RE RESULTS OF MEET AND CONFER WITH SCALP RE THEIR MOTION TO COMPEL (1.1); DRAFT AND FILE PLEADING, REPORT TO THE COURT ON MEET AND CONFER, RE SCALP MOTION TO COMPEL (2.1); TELECONFERENCES WITH K. MARAFIOTI AND T. MATZ RE FILING RE SCALP MEET AND CONFER (0.5).
SPRINGER DE	01/13/06	7.30	CONFERENCE WITH SENIOR WORKING GROUP RE PRESENTATIONS AT COURT HEARING (2.0); ATTENDANCE AT COURT HEARING (4.3); ATTENDANCE AT CONFERENCE WITH SENIOR GROUP AND UCC COUNSEL RE INFORMATION SHARING (1.0).
SPRINGER DE	01/14/06	0.40	DRAFT REVISED ORDER REFLECTING THE COURT'S RULING ON SCALP'S MOTION TO COMPEL (0.4).
SPRINGER DE	01/21/06	0.80	REVIEW AND REVISE RULE 11 LETTER TO LEAD PLAINTIFFS (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SPRINGER DE	01/22/06	0.50	FINALIZE LETTER TO SCALP (0.3); FINALIZE RULE 11 LETTER TO SCALP (0.2).
		<b>21.40</b>	
<b>Total Partner</b>		<b>43.10</b>	
MATZ TJ	01/13/06	4.40	ATTENDING COURT RE: LEAD PLAINTIFF LITIGATION ON DELOITTE RETENTION HEARING AND KECP DISCOVERY HEARING (4.4).
MATZ TJ	01/25/06	0.50	REVIEW AND COMMENT ON ORDER RE LEAD PLAINTIFFS LIFT STAY MOTION (0.5).
		<b>4.90</b>	
<b>Total Counsel</b>		<b>4.90</b>	
DE ELIZALDE D	01/11/06	1.10	OVERVIEWING FILING AND SERVICE OF MOTION TO QUASH SUBPOENAS (1.1).
		<b>1.10</b>	
MEISLER RE	01/03/06	1.90	CONTINUED REVIEWING PLEADINGS RELATED TO LEAD PLAINTIFFS REQUEST TO LIFT THE STAY (0.4) AND PREPARED FOR HEARING RE SAME (1.5).
MEISLER RE	01/24/06	0.70	TELECONFERENCE WITH F. KUPLIICKI RE AUTOMATIC STAY (0.5); REVIEWED ORDER SUBMITTED BY LEAD PLAINTIFFS RE LIFT STAY (0.2).
		<b>2.60</b>	
MICHELI MJ	01/03/06	1.90	BEGAN REVISIONS TO PROFFER FOR OBJECTION TO LEAD PLAINTIFFS MOTION OF RELIEF FROM AUTOMATIC STAY (0.8); FINALIZED SCRIPT RE SAME (0.7); BEGAN DRAFTING ORDER DENYING LEAD PLAINTIFFS MOTION FOR RELIEF FROM AUTOMATIC STAY (0.4).
MICHELI MJ	01/04/06	1.10	CONTINUED REVISIONS TO THE SCRIPT AND PROFFER FOR LEAD PLAINTIFF'S MOTION TO MODIFY THE AUTOMATIC STAY RE UPDATE DELPHI OFFICER TO TESTIFY (0.7); DRAFTED THE SCRIPT AND PROFFER FOR LEAD PLAINTIFF'S MOTION TO COMPEL DISCOVERY (0.1); DRAFTED MOTION TO DENY LEAD PLAINTIFF'S MOTION TO MODIFY THE AUTOMATIC STAY (0.3).
MICHELI MJ	01/05/06	0.60	BEGAN DRAFTING REVISIONS TO ORDER DENYING LEAD PLAINTIFF'S MOTION FOR MODIFICATION OF THE AUTOMATIC STAY IN CONNECTION WITH COURTS' COMMENTS (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	01/06/06	1.30	CONTINUED DRAFTING REVISIONS TO THE ORDER DENYING LEAD PLAINTIFFS MOTION FOR MODIFICATION OF AUTOMATIC STAY (1.3).
MICHELI MJ	01/09/06	0.70	DRAFTED REVISIONS TO THE LEAD PLAINTIFFS ORDER DENYING LIFT STAY MOTION (0.7).
MICHELI MJ	01/11/06	0.30	BEGAN REVIEW OF DRAFT SCRIPT FOR LEAD PLAINTIFFS KECP MATTERS FOR JAN 13TH HEARING (0.3).
MICHELI MJ	01/18/06	0.20	REVIEW STATUS OF THE ORDER DENYING LEAD PLAINTIFFS LIFT STAY MOTION (0.2).
MICHELI MJ	01/24/06	1.00	TELECONFERENCE WITH C. GIAMPAPA RE LEAD PLAINTIFFS LIFT STAY MOTION (0.2); DRAFTED CORRESPONDENCE TO C. GIAMPAPA RE SAME (0.3); REVIEW ORDER ENTERED ON LEAD PLAINTIFFS LIFT STAY MOTION (0.5).
		7.10	
<b>Total Associate</b>		<b>10.80</b>	
SALAZAR AG	01/11/06	3.60	PREPARE, DRAFT NOTICE, AND ELECTRONICALLY FILE MOTION TO QUASH (1.8); REVIEW MOTION AND NOTARIZE AFFIDAVIT (0.3); BEGIN TO PREPARE FOR HEARING AND PRODUCE MATERIALS (1.5).
		3.60	
ZSOLDOS AF	01/03/06	1.10	ELECTRONICALLY FILE SHEARMAN RESPONSE RE LEAD PLAINTIFFS OBJECTION (1.1).
ZSOLDOS AF	01/06/06	0.20	CHECK BRIEF RE DEBTOR'S RESPONSE TO LEAD PLAINTIFFS MOTION FOR DISCOVERY (0.2).
		1.30	
<b>Total Legal Assistant</b>		<b>4.90</b>	
<b>TOTAL TIME</b>		<b><u>63.70</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Litigation (Insurance Recovery)**

**Bill Date: 02/28/06  
Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel (external)	01/03/06	Butler, Jr. J	86.22
Air/Rail Travel (external)	01/12/06	Butler, Jr. J	384.41
Air/Rail Travel (external)	01/24/06	Butler, Jr. J	245.37
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$716.00</b>
Out-of-Town Travel	01/03/06	Butler, Jr. J	42.68
Out-of-Town Travel	01/03/06	Butler, Jr. J	297.85
Out-of-Town Travel	01/03/06	Butler, Jr. J	16.01
Out-of-Town Travel	01/03/06	Butler, Jr. J	12.67
Out-of-Town Travel	01/12/06	Butler, Jr. J	64.02
Out-of-Town Travel	01/12/06	Butler, Jr. J	7.00
Out-of-Town Travel	01/12/06	Butler, Jr. J	10.50
Out-of-Town Travel	01/12/06	Butler, Jr. J	178.05
Out-of-Town Travel	01/24/06	Butler, Jr. J	10.50
Out-of-Town Travel	01/24/06	Butler, Jr. J	457.71
Out-of-Town Travel	01/24/06	Butler, Jr. J	32.01
Out-of-Town Travel	01/24/06	Butler, Jr. J	9.00
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$1,138.00</b>
Out-of-Town Meals	01/03/06	Butler, Jr. J	9.74
Out-of-Town Meals	01/12/06	Butler, Jr. J	12.60
Out-of-Town Meals	01/12/06	Butler, Jr. J	33.09
Out-of-Town Meals	01/24/06	Butler, Jr. J	8.57
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$64.00</b>
		<b>TOTAL MATTER</b>	<b>\$1,918.00</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-23  
INSURANCE  
166.7 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Insurance**

**Bill Date: 12/30/05  
Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
FERN BM	11/30/05	3.10	TELECONFERENCE WITH B. TELGEN RE INSURANCE RENEWAL (0.4); REVIEWED MATERIALS RE INSURANCE POLICY RENEWAL (2.7).
		3.10	
MEISLER RE	11/17/05	1.80	REVIEWED AND COMMENTED ON INSURANCE MOTION (1.3); REVIEWED REVISED INSURANCE MOTION AND REVIEWED CORRESPONDENCE RE SAME (0.5).
MEISLER RE	11/18/05	1.70	TELECONFERENCES WITH B. TELGEN RE INSURANCE (1.2); CONTINUED TO REVIEW DOCUMENTS RE SAME (0.5).
MEISLER RE	11/22/05	0.80	TELECONFERENCE WITH B. TELGEN RE INSURANCE (0.2); ATTENTION TO SAME (0.6).
MEISLER RE	11/23/05	0.50	REVIEWED DOCUMENTS RELATED TO CURRENT INSURANCE PROGRAM (0.5).
MEISLER RE	11/30/05	1.10	CONFERENCE WITH D. SHERBIN RE INSURANCE (0.1); WORKED ON SAME (0.8); TELECONFERENCE WITH B. TELGEN RE SAME (0.2).
		5.90	
REESE RG	11/11/05	1.20	EVALUATE INSURANCE RELATED MATTERS (0.8); TELECONFERENCE WITH B. TELGEN RE SAME (0.4).
REESE RG	11/15/05	1.80	DRAFT DOCUMENTS RE INSURANCE AGREEMENT MATTERS (1.8).
REESE RG	11/16/05	1.80	DISCUSSIONS RE AND REVISION OF DOCUMENTS RE INSURANCE EXPIRATION ISSUES (1.8).
		4.80	
<b>Total Associate</b>		<b>13.80</b>	
<b>TOTAL TIME</b>		<b><u>13.80</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Insurance**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Westlaw	11/16/05	Reese RG	209.00
		<b>TOTAL WESTLAW</b>	<b>\$209.00</b>
		<b>TOTAL MATTER</b>	<b>\$209.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Insurance**

**Bill Date: 01/31/06  
Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
LYONS JK	12/06/05	1.40	REVIEW OF ACE INSURANCE ISSUES INCLUDING, WORKERS COMPENSATION EXPOSURE AND OTHER MATTERS (1.4).
		1.40	
MARAFIOTI KA	12/14/05	2.90	WORK ON MOTION TO REVIEW INSURANCE COVERAGE (2.0); WORK ON SUPPORTING AFFIDAVIT (0.9).
MARAFIOTI KA	12/16/05	1.10	WORK ON MOTION RE INSURANCE COVERAGE (0.5) AND SUPPORTING AFFIDAVIT OF TELEGEN (0.4); NOTICE OF MOTION (0.1) & PROPOSED ORDER (0.1).
		4.00	
<b>Total Partner</b>		5.40	
FERN BM	12/01/05	7.40	TELECONFERENCE WITH B. TELGEN, B. MURKLE AND C. RODRIGUEZ RE INSURANCE RENEWAL (0.5); ADDITIONAL TELECONFERENCE WITH B. TELGEN AND B. MURKLE RE INSURANCE RENEWAL (0.8); FORMULATE STRATEGY RE INSURANCE RENEWAL MOTION (0.7); BEGAN DRAFTING MOTION RE INSURANCE RENEWAL (1.8); TELECONFERENCE WITH B. MURKLE, B. TELGEN, ACE AND M. REED RE INSURANCE RENEWAL (0.7); FORMULATE STRATEGY RE RENEWING INSURANCE COVERAGE (0.6); CONTINUED DRAFTING INSURANCE AGREEMENT MOTION (2.3).
FERN BM	12/02/05	9.60	ATTENTION TO ISSUES RE RENEWAL OF INSURANCE (1.3); TELECONFERENCE WITH M. REED, ACE, AON, AND B. TELGEN RE INSURANCE ISSUES (0.5); FORMULATE STRATEGY RE REVISING INSURANCE MOTION (0.6); BEGAN REVISIONS TO INSURANCE MOTION (3.7); MULTIPLE TELECONFERENCE WITH B. TELGEN RE INSURANCE RENEWAL (0.4); FORMULATE STRATEGY RE INSURANCE AGREEMENT MOTION (0.8); CONTINUED REVISING INSURANCE AGREEMENT MOTION (0.9); FORMULATE STRATEGY RE RENEWAL OF INSURANCE COVERAGE (1.1); CORRESPONDENCE WITH B. TELGEN RE 90-DAY EXTENSION OF INSURANCE (0.3).
FERN BM	12/03/05	2.70	UPDATED INSURANCE AGREEMENT MOTION (1.8); REVISED PRESENTATION SLIDES RE INSURANCE AGREEMENTS (0.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FERN BM	12/05/05	7.30	REVIEWED DATA RE DELPHI LIABILITY UNDER ACE POLICIES (0.3); FORMULATE STRATEGY RE INSURANCE RENEWAL (0.4); REVISED UCC PRESENTATION RE INSURANCE PROGRAM (0.5); TELECONFERENCE WITH AON, ACE, AND M. REED RE RENEWAL OF INSURANCE (0.4); COMPLETED DRAFT OF INSURANCE AGREEMENT MOTION (4.4); REVISED DRAFT OF TELGEN AFFIDAVIT (1.3).
FERN BM	12/06/05	6.80	OUTLINED ISSUES RE INSURANCE PROGRAM (0.9); DRAFTED TELGEN AFFIDAVIT (3.7); DRAFTED INSURANCE AGREEMENT ORDER (0.8); FORMULATE STRATEGY RE RENEWAL OF INSURANCE POLICIES (1.1); TELECONFERENCE WITH B. TELGEN RE WORKERS COMPENSATION LIABILITY (0.3).
FERN BM	12/07/05	0.70	REVISED PLEADINGS RE INSURANCE RENEWAL (0.7).
FERN BM	12/08/05	4.40	REVISED INSURANCE AGREEMENT MOTION (2.2); REVISED TELGEN AFFIDAVIT (1.8); REVISED ORDER RE INSURANCE MOTION (0.4).
FERN BM	12/09/05	0.50	ORGANIZED DOCUMENTS NECESSARY FOR INSURANCE AGREEMENT MOTION (0.3); TELECONFERENCE WITH B. TELGEN RE INSURANCE MOTION (0.2).
FERN BM	12/10/05	0.90	REVIEWED ACE PROPOSAL FOR RENEWAL INSURANCE (0.5) AND DOCUMENTED FILE RE SAME (0.4).
FERN BM	12/12/05	10.80	TELECONFERENCE WITH B. TELGEN RE NEW INSURANCE PROPOSAL (0.3); PREPARATION FOR INSURANCE CONFERENCE CALL (1.0); INSURANCE CONFERENCE CALL WITH ACE RE RENEWAL PROGRAM (0.6); TELECONFERENCE WITH B. TELGAN AND B. MARKLE RE NEGOTIATION STRATEGY (0.5); REVISED INSURANCE PLEADINGS (4.3); FORMULATE STRATEGY RE INSURANCE AGREEMENT MOTION (0.4); ADDITIONAL REVISIONS TON INSURANCE PLEADINGS (3.7).
FERN BM	12/13/05	9.00	TELECONFERENCE WITH B. TELGEN RE ANALYSIS OF INSURANCE PROPOSALS (0.2); CORRESPONDENCE WITH B. TELGEN RE ACE PROPOSAL (0.3); REVIEWED PROPOSED CHANGES TO ACE PROPOSAL (0.7); CORRESPONDENCE TO B. TELGEN AND AON RE INSURANCE PLEADINGS (0.3); REVISED PLEADINGS RE INSURANCE AGREEMENT MOTION (1.0); RESEARCH RE KECP PROCESS (2.2); FORMULATE STRATEGY RE KECP DISCOVERY PROGRAM (1.1); BEGAN DRAFTING BUBNOVICH DECLARATION (1.8); FORMULATE STRATEGY RE LEAD PLAINTIFF'S DISCOVERY REQUEST (1.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FERN BM	12/14/05	9.00	REVIEW EXHIBITS TO INSURANCE MOTION (0.4); CORRESPONDENCE TO B. MARKLE RE AIG (0.2); REVISED PLEADINGS RE RENEWAL OF INSURANCE (2.9); ADDITIONAL REVISIONS TO INSURANCE AGREEMENT PLEADINGS (2.8); DRAFTED OPTION 2 INSURANCE PLEADINGS (1.4); DRAFTED NOTICE RE INSURANCE MOTION (0.3); RESEARCH RE CROSS COLLATERAL (0.5); ADDITIONAL REVISIONS TO INSURANCE PLEADINGS (0.3) AND CORRESPONDENCE TO M. REED RE SAME (0.2).
FERN BM	12/15/05	13.30	FORMULATE STRATEGY RE INSURANCE PLEADINGS (0.5); REVISED INSURANCE PLEADINGS PER COMPANY COMMENTS (0.9); TELECONFERENCE WITH M. REED RE ACE MOTION (0.3); TELECONFERENCE WITH B. TELGEN RE ACE MOTION (0.3); CORRESPONDENCE WITH B. MARKLE RE AIG (0.2); REVISED INSURANCE AGREEMENT PLEADINGS (3.8); REVIEWED M. REED'S MARK-UP OF INSURANCE ORDER (0.4); ADDITIONAL REVISIONS RE INSURANCE PLEADINGS (1.7); FORMULATE STRATEGY RE INSURANCE AGREEMENT PLEADINGS (1.3); REVIEW AND ANALYSIS OF ACE'S PROPOSED CHANGES (0.8); TELECONFERENCE WITH M. REED RE PROPOSED CHANGES (0.6); REVISED INSURANCE PLEADINGS (2.5).
FERN BM	12/16/05	11.90	MULTIPLE CORRESPONDENCE WITH M. REED RE INSURANCE PLEADINGS (0.3); FORMULATE STRATEGY RE INSURANCE AGREEMENT PLEADINGS (0.8); TELECONFERENCE WITH M. REED RE INSURANCE AGREEMENT PLEADINGS (0.7); REVISED INSURANCE AGREEMENT PLEADINGS (2.6); CORRESPONDENCE TO S. CORCORAN AND D. SHERBIN RE INSURANCE MOTION (0.2); TELECONFERENCE WITH B. TELGAN RE INSURANCE AGREEMENT PLEADINGS (0.3); VARIOUS ADDITIONAL REVISIONS TO INSURANCE AGREEMENT PLEADINGS (3.8); TELECONFERENCE WITH M. REED RE FINAL REVISIONS (0.5); FINAL REVISIONS TO INSURANCE AGREEMENT PLEADINGS (2.1); ATTENTION TO PLEADINGS AND EXHIBITS IN PREPARATION FOR FILING INSURANCE MOTION (0.6).
FERN BM	12/18/05	0.70	REVIEWED DOCUMENTS RE INSURANCE AGREEMENT MOTION (0.3); ORGANIZED AND DOCUMENTED FILE RE SAME (0.4).
FERN BM	12/19/05	0.60	REVIEWED INSURANCE PLEADINGS FILED (0.4); TELECONFERENCE WITH B. TELGEN RE INSURANCE MOTION (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FERN BM	12/20/05	1.10	TELECONFERENCE WITH B. TELGEN RE CROSS COLLATERALIZATION (0.2) AND RESEARCH RE SAME (0.9).
FERN BM	12/21/05	0.40	ANALYSIS OF ISSUES RE INSURANCE MOTION (0.4).
FERN BM	12/22/05	3.50	TELECONFERENCE WITH B. TELGEN AND J. GUGLIELMO RE INSURANCE MOTION (0.4); ATTENTION TO ISSUES RE INSURANCE AGREEMENTS (0.3); BEGAN DRAFTING SCRIPT TO INSURANCE MOTION (2.8).
FERN BM	12/23/05	3.40	REVIEWED DETAILS OF AIG PROPOSAL (0.3); CONTINUED DRAFTING SCRIPT TO INSURANCE MOTION (3.1).
FERN BM	12/26/05	1.00	REVIEWED AND REVISED SCRIPT TO INSURANCE MOTION (1.0).
FERN BM	12/28/05	2.70	REVISED SCRIPT TO INSURANCE MOTION (2.3); CORRESPONDENCE TO B. TELGEN AND J. GUGLIELMO RE AIG PROPOSAL (0.4).
FERN BM	12/29/05	0.50	REVISED SCRIPT TO INSURANCE MOTION (0.5).
		108.20	
MEISLER RE	12/01/05	3.70	WORKED ON INSURANCE MATTERS (1.3); TELECONFERENCES WITH B. TELGEN RE SAME (0.4); TELECONFERENCES WITH AON AND B. TELGEN RE STRATEGY(0.9); TELECONFERENCE WITH ACE, AON AND B. TELGEN (0.7); DRAFTED NOTES TO FILE RE SAME (0.2); TELECONFERENCE WITH B. TELGEN RE FOLLOW UP (0.2).
MEISLER RE	12/02/05	2.10	REVIEWED DOCUMENTS RE ACE INSURANCE MATTER (2.1).
MEISLER RE	12/05/05	1.40	TELECONFERENCE WITH D. SHERBIN RE INSURANCE UPDATE (0.1); REVIEWED AND ANALYZED PROPOSAL FOR 90 DAY EXTENSION AND RELATED DOCUMENTS (1.3).
MEISLER RE	12/06/05	0.80	TELECONFERENCE WITH B. TELGEN RE INSURANCE MATTERS; CONTINUED ATTENTION TO SAME (0.8).
MEISLER RE	12/11/05	1.30	REVIEWED AND REVISED INSURANCE MOTION (1.3).
MEISLER RE	12/12/05	0.50	ATTENTION TO INSURANCE PLEADINGS (0.5).
MEISLER RE	12/14/05	0.90	CONTINUED REVIEW OF INSURANCE MOTION (0.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	12/15/05	4.30	REVIEWED AND COMMENTED ON INSURANCE MOTION (2.5); REVIEWED ACE'S COUNSEL'S COMMENTS (1.0); TELECONFERENCES RE SAME (0.8).
MEISLER RE	12/16/05	2.10	TELECONFERENCE WITH S. CORCORAN RE FINALIZING INSURANCE PLEADINGS (0.1); FINALIZE INSURANCE PLEADINGS (2.0).
MEISLER RE	12/21/05	0.40	TELECONFERENCE WITH M. BROUDE RE INSURANCE MOTION INQUIRIES (0.2); FOLLOW UP RE SAME (0.2).
MEISLER RE	12/27/05	0.80	REVIEW AND COMMENT ON SCRIPT TO INSURANCE MOTION (0.8).
MEISLER RE	12/30/05	0.60	REVIEW AND COMMENT ON INSURANCE SCRIPT (0.6).
		<b>18.90</b>	
<b>Total Associate</b>		<b>127.10</b>	
<b>TOTAL TIME</b>		<b><u>132.50</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Insurance**

**Bill Date: 01/31/06  
Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	12/02/05	Copy Center, D	7.59
In-house Reproduction	12/20/05	Copy Center, D	4.31
In-house Reproduction	12/23/05	Copy Center, D	0.10
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$12.00</b>
Telephone Expense	12/29/05	Telecommunications, D	4.50
Telephone Expense	12/29/05	Telecommunications, D	7.47
Telephone Expense	12/29/05	Telecommunications, D	1.03
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$13.00</b>
Lexis/Nexis	12/14/05	Fern BM	40.84
Lexis/Nexis	12/20/05	Fern BM	223.16
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$264.00</b>
Westlaw	12/14/05	Fern BM	9.00
		<b>TOTAL WESTLAW</b>	<b>\$9.00</b>
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	9.00
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$9.00</b>
Out-of-Town Meals	12/15/05	Meisler RE	64.19
Out-of-Town Meals	12/15/05	Meisler RE	15.87
Out-of-Town Meals	12/15/05	Meisler RE	16.94
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$97.00</b>
		<b>TOTAL MATTER</b>	<b>\$404.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Insurance**

**Bill Date: 02/28/06  
Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
FERN BM	01/03/06	0.80	ATTENTION TO DOCUMENTS RE INSURANCE MOTION (0.3); REVISED SCRIPT TO INSURANCE MOTION (0.5).
FERN BM	01/04/06	1.90	REVIEWED AND REVISED INSURANCE ORDER FOR 1/5 HEARING (0.3); REVISED SCRIPT TO INSURANCE MOTION (0.5); ADDITIONAL REVISIONS TO SCRIPT FOR INSURANCE MOTION (1.1).
FERN BM	01/06/06	0.50	CORRESPONDENCE TO M. REED RE INSURANCE ORDER AND ATTENTION TO ISSUES RE SAME (0.5).
FERN BM	01/09/06	0.80	ANALYSIS OF ISSUES RE PREPETITION CLAIMS OF 3RD PARTY ADMINISTRATORS (0.3); ADDITIONAL ANALYSIS OF INSURANCE ORDER RE CLAIMS ADMINISTRATION (0.2); CORRESPONDENCE WITH B. TELGEN RE RENEWAL OF INSURANCE (0.3).
FERN BM	01/10/06	1.50	TELECONFERENCE WITH B. TELGEN RE NEW INSURANCE PROGRAM (0.3); ANALYSIS OF CONDITIONS FOR INSURANCE COVERAGE (0.5); CORRESPONDENCE WITH B. TELGEN RE INSURANCE ORDER (0.3); TELECONFERENCE WITH M. REED RE INSURANCE ORDER (0.2) AND CORRESPONDENCE RE SAME (0.2).
FERN BM	01/12/06	0.40	REVIEWED CORRESPONDENCE AND DOCUMENTS FROM W. TELGEN RE D&O INSURANCE (0.4).
FERN BM	01/13/06	1.10	REVIEWED CORRESPONDENCE FROM B. TELGEN RE D&O INSURANCE (0.3); TELECONFERENCE WITH B. TELGEN RE D&O INSURANCE (0.3) AND RESEARCH RE SAME (0.5).
FERN BM	01/15/06	0.60	REVIEWED CORRESPONDENCE FROM M. REED RE INSURANCE ORDER (0.2) AND INVESTIGATED ISSUES RE SAME (0.4).
FERN BM	01/16/06	3.30	DRAFTED NOTICE OF ASSUMPTION LETTER (0.8); OUTLINED ISSUES RE D&O INSURANCE (0.7); REVISED LANGUAGE TO PROPOSED D&O POLICY (1.8).
FERN BM	01/17/06	0.70	TELECONFERENCE WITH B. TELGEN RE NEW INSURANCE PROGRAM (0.2); DRAFTED PRESENTATION SLIDES RE INSURANCE PROGRAM (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FERN BM	01/18/06	1.70	TELECONFERENCE WITH B. TELGEN RE RENEWAL OF INSURANCE PROGRAM (0.3); REVISED PROPOSED LANGUAGE TO INSURANCE PROGRAM (0.6); REVISED D&O POLICY LANGUAGE (0.8).
FERN BM	01/19/06	0.60	TELECONFERENCE WITH M. REED RE INSURANCE PROGRAM (0.2); AND CORRESPONDENCE WITH B. TELGEN RE SAME (0.4).
FERN BM	01/20/06	1.10	REVIEWED LANGUAGE RE CONDITIONS PRECEDENT TO INSURANCE PROGRAM (0.2); CORRESPONDENCE TO M. REED AND B. TELGEN RE RENEWAL OF INSURANCE PROGRAM (0.3); FINAL REVIEW OF INSURANCE PROPOSAL LANGUAGE (0.6).
FERN BM	01/23/06	0.50	REVIEWED DOCUMENTS RE NEW INSURANCE PROGRAM (0.5).
FERN BM	01/24/06	0.60	TELECONFERENCE WITH B. TELGEN RE INSURANCE PROGRAM (0.3); ATTENTION TO ISSUES RE D&O COVERAGE (0.3).
FERN BM	01/25/06	0.30	OUTLINED AND EVALUATED ISSUES RE D&O INSURANCE (0.3).
FERN BM	01/26/06	0.70	REVIEWED AND REVISED LANGUAGE RE D&O COVERAGE (0.4); ANALYZED ISSUES RE DELPHI'S MARITIME INSURANCE COVERAGE (0.3).
FERN BM	01/27/06	1.70	REVISED SLIDES RE STATUS OF INSURANCE PROGRAM (0.9); ANALYZED AND REVISED PROPOSED D&O LANGUAGE (0.5); CORRESPONDENCE AND TELECONFERENCE WITH B. TELGEN RE D&O LANGUAGE (0.3).
		<b>18.80</b>	
MEISLER RE	01/04/06	0.50	CONFERENCE WITH B. TELGEN RE PREPARATION FOR INSURANCE MOTION (0.5).
MEISLER RE	01/06/06	0.20	CONFERENCE WITH B. FERN RE IMPLEMENTATION OF INSURANCE ORDER (0.2).
MEISLER RE	01/16/06	0.90	REVIEW AND COMMENT RE LANGUAGE TO D&O (0.9).
MEISLER RE	01/18/06	0.70	CONTINUED TO REVIEW AND ANALYZE D&O LANGUAGE (0.7).
MEISLER RE	01/27/06	0.70	REVIEWED AND ANALYZED INQUIRY FROM B. TELGEN RE INSURANCE (0.5); CONFERENCE WITH B. FERN RE SAME (0.2).
		<b>3.00</b>	
<b>Total Associate</b>		<b>21.80</b>	
<b>TOTAL TIME</b>		<b><u>21.80</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Insurance**

**Bill Date: 02/28/06  
Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	01/27/06	Telecommunications, D	0.45
Telephone Expense	01/27/06	Telecommunications, D	0.54
Telephone Expense	01/27/06	Telecommunications, D	0.01
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$1.00</b>
Wireless - Mobile/Cellular/Pager	12/09/05	Meisler RE	31.08
Wireless - Mobile/Cellular/Pager	01/09/06	Meisler RE	22.92
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$54.00</b>
		<b>TOTAL MATTER</b>	<b>\$55.00</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-24  
CUSTOMER MATTERS (GENERAL)  
119.2 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Customer Matters (General)**

**Bill Date: 12/30/05  
Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/09/05	0.40	EMAILS FROM/TO R. O'NEAL RE CUSTOMER PRESENTATION (0.2); BEGIN TO OUTLINE SAME (0.2).
BUTLER, JR. J	10/10/05	0.30	REVIEW AND FINALIZE CUSTOMER PRESENTATION WITH R. O'NEAL (0.3).
BUTLER, JR. J	10/12/05	0.40	REVIEW AND COMMENT ON CUSTOMER PRESENTATIONS (0.4).
BUTLER, JR. J	10/13/05	0.90	EMAILS FROM/TO M. MCGUIRE RE GLOBAL CUSTOMER CONCERNS, ISSUES AND APPROACH (0.3); REVIEW RELATED MATTERS AND CONSIDER STRATEGIC APPROACH (0.6).
		<b>2.00</b>	
COCHRAN EL	10/13/05	0.50	REVIEW CUSTOMER PRESENTATION (0.5).
COCHRAN EL	10/14/05	0.50	REVIEW CUSTOMER PRESENTATION (0.5).
COCHRAN EL	10/17/05	0.90	REVIEW AND COMMENT ON CUSTOMER LETTER (0.9).
COCHRAN EL	10/18/05	1.50	REVIEW CUSTOMER PRESENTATION (1.5).
COCHRAN EL	10/19/05	0.70	REVIEW EUROPEAN CUSTOMER COMMUNICATION (0.7).
COCHRAN EL	10/20/05	1.40	REVIEW CUSTOMER PRESENTATION (1.4).
COCHRAN EL	10/24/05	0.70	REVIEW MARKETING PRESENTATION (0.7).
COCHRAN EL	10/28/05	1.50	REVIEW CUSTOMER LETTER RE DIP (0.7); REVIEW SPREADSHEET RE BREAK OPERATIONS (0.8).
COCHRAN EL	10/31/05	1.70	REVIEW CUSTOMER LETTERS (1.7).
COCHRAN EL	11/01/05	0.50	REVIEW CUSTOMER PRESENTATION (0.5).
		<b>9.90</b>	
HIESTAND NL	10/10/05	4.90	HANDLE VARIOUS ENQUIRIES FROM CUSTOMERS, DISCUSSIONS WITH CLIENT AND RESPONDING TO SAME (4.9).
HIESTAND NL	10/11/05	5.60	COMMENCE PREPARATION OF CUSTOMER PRESENTATION (2.1); REVIEW AND RESPOND TO CUSTOMER (2.2); RESPOND TO COMPANY RE: CUSTOMER ISSUES (1.3).
HIESTAND NL	10/12/05	5.60	COMPLETE CUSTOMER PRESENTATION (4.3); ATTEND INTERNATIONAL CUSTOMER TELECONFERENCE (1.3).
HIESTAND NL	10/13/05	2.70	CONTINUED REVIEW AND DISCUSSION OF CUSTOMER PRESENTATION (2.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HIESTAND NL	10/14/05	1.30	REVIEW AND REVISE CUSTOMER LETTERS AND PRESENTATION (1.3).
HIESTAND NL	10/17/05	1.60	ATTEND TO CUSTOMER PRESENTATIONS, INCLUDING AFTER MATERIAL (1.6).
HIESTAND NL	10/19/05	2.80	CONTINUE WORK ON CUSTOMER COMMUNICATIONS (2.8).
HIESTAND NL	10/27/05	1.20	REVIEW AND REVISE CUSTOMER LETTER, OTHER MATTERS (1.2).
		<b>25.70</b>	
<b>Total Partner</b>		<b>37.60</b>	
GIBSON ML	10/10/05	1.20	REVIEWED AND COMMENTED ON CUSTOMER PRESENTATION AND TELECONFERENCES RE SAME (1.2).
GIBSON ML	11/07/05	0.50	REVIEWED AND COMMENTED ON S. MILLER TALKING POINTS AND RESPONSE LETTER TO FORD INFORMATION REQUEST (0.5).
		<b>1.70</b>	
HERRIOTT AV	10/09/05	3.10	BEGIN DRAFTING CUSTOMER POWERPOINT PRESENTATION (3.1).
HERRIOTT AV	10/10/05	8.70	CONTINUE DRAFTING AND EDITING OF CUSTOMER POWERPOINT PRESENTATION (8.7).
HERRIOTT AV	10/12/05	1.60	BEGIN UPDATING CUSTOMER PRESENTATION FOR USE WITH OTHER CUSTOMERS (1.6).
HERRIOTT AV	10/13/05	1.20	UPDATE CUSTOMER PRESENTATION (1.2).
HERRIOTT AV	10/14/05	1.70	CONTINUE EDITING CUSTOMER PRESENTATION (1.7).
HERRIOTT AV	10/17/05	0.30	UPDATE CUSTOMER PRESENTATION (0.3).
HERRIOTT AV	10/18/05	1.20	EDIT CUSTOMER PRESENTATION (1.2).
HERRIOTT AV	10/19/05	0.40	UPDATE CUSTOMER PRESENTATION (0.4).
HERRIOTT AV	10/20/05	0.50	EDIT CUSTOMER PRESENTATION (0.5).
HERRIOTT AV	10/25/05	0.50	UPDATE CUSTOMER PRESENTATION WITH S. CORCORAN'S COMMENTS (0.5).
HERRIOTT AV	10/28/05	0.20	UPDATE CUSTOMER PRESENTATION (0.2).
HERRIOTT AV	11/28/05	0.60	BEGIN EDITING CUSTOMER PRESENTATION (0.6).
HERRIOTT AV	11/30/05	1.10	CONTINUE UPDATING DRAFT OF CUSTOMER PRESENTATION (1.1).
		<b>21.10</b>	
LOZANO P	10/12/05	1.00	REVIEWING CUSTOMER PRESENTATIONS (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

LOZANO P	10/14/05	1.60	REVIEW PUBLIC INFORMATION AND CUSTOMER AND EMPLOYEE PRESENTATIONS (1.6) .
LOZANO P	10/17/05	0.50	REVIEW PROPOSED MARKETING PRESENTATIONS (0.5) .
LOZANO P	10/18/05	3.00	REVIEWING VARIOUS CREDITOR AND CUSTOMER PRESENTATIONS (3.0) .
LOZANO P	10/19/05	2.10	REVIEW INFORMATION MEMORANDUM, CUSTOMER AND MARKETING PRESENTATIONS (2.1) .
LOZANO P	10/20/05	2.00	REVIEW MARKETING AND CUSTOMER PRESENTATIONS (2.0) .
LOZANO P	10/21/05	3.60	REVIEW MARKETING AND SALES PRESENTATION (1.2); REVIEW CUSTOMER COMMUNICATIONS (2.4) .
		<b>13.80</b>	
MEISLER RE	10/18/05	4.70	DRAFTED CUSTOMER PRESENTATION (1.0); ATTENDED AND PRESENTED TO SALES TEAM (3.1); CONFERENCES WITH MEMBERS OF SALES TEAM (0.6)) .
MEISLER RE	10/28/05	0.20	TELECONFERENCE WITH S. CORCORAN RE CUSTOMER PROGRAMS INQUIRY (0.2) .
MEISLER RE	11/15/05	0.90	TELECONFERENCE WITH D. PARSHALL RE CUSTOMER (0.4); ATTENTION TO SAME (0.5) .
MEISLER RE	11/16/05	0.20	ATTENTION TO CUSTOMER MATTER (0.2) .
MEISLER RE	11/21/05	0.60	TELECONFERENCE WITH D. PARSHALL RE CUSTOMER (0.1); REVIEWED CORRESPONDENCE AND ANALYZED SAME (0.5) .
MEISLER RE	11/28/05	0.60	TELECONFERENCE WITH D. PARSHALL RE CUSTOMER (0.1); WORKED ON SAME (0.5) .
		<b>7.20</b>	
OGUNSANYA GO	10/20/05	4.20	REVIEW AND CHECK OF CUSTOMER PRESENTATIONS (4.2) .
		<b>4.20</b>	
REESE RG	10/08/05	0.20	CORRESPONDENCE WITH COUNSEL TO CUSTOMER (0.2) .
REESE RG	11/22/05	1.30	REVIEW CUSTOMER ISSUES RE PRODUCTION (0.4); TELECONFERENCES AND MEETINGS WITH R. BAXTER AND DELPHI RELATIONSHIP TEAM MEMBERS RE SAME (0.9) .
		<b>1.50</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	10/13/05	0.80	ADDRESS VARIOUS CUSTOMER MATTERS RE ESSENTIAL SUPPLIERS AND VARIOUS TELECONFERENCES RE SAME (0.8).
TOUSSI S	10/21/05	0.90	ADDRESS ISSUES RE VARIOUS CUSTOMER MATTERS, FOLLOW-UP TELECONFERENCES AND CORRESPONDENCE RE SAME (0.9).
TOUSSI S	10/24/05	0.60	ADDRESS ISSUES RE VARIOUS CUSTOMERS/SUPPLIERS RE SET OFF (0.6).
TOUSSI S	11/10/05	2.40	REVIEW SETOFF REQUESTS AND PROPOSALS FROM CUSTOMERS (0.6); RESEARCH ISSUES RE SAME (0.4); REVIEW DIP ORDER RE SETOFF PROCEDURES AND CORRESPONDENCE RE SAME (0.4); VARIOUS CORRESPONDENCE AND TELECONFERENCE WITH CLIENT RE SAME (0.8); DRAFT EMAIL RESPONSE TO SETOFF REQUESTS (0.2).
TOUSSI S	11/15/05	2.00	RESEARCH ISSUES RE CUSTOMERS' ABILITY TO PLACE ADMINISTRATIVE FREEZE ON PAYMENTS (0.7); FOLLOW-UP ISSUES RE SAME (0.5); PREPARE DRAFT RESPONSE TO VARIOUS SETOFF CUSTOMERS (0.8).
TOUSSI S	11/17/05	1.20	ADDRESS AND RESOLVE ISSUES RE CUSTOMER MOTIONS TO LIFT STAY (1.2).
TOUSSI S	11/18/05	1.50	DRAFT AND REVISED PROPOSED RESPONDED TO SETOFF REQUESTS BY CUSTOMERS (1.5).
TOUSSI S	11/20/05	1.70	ADDRESS ISSUES RE CUSTOMERS (0.7), EDIT AND REVISE DRAFT LETTER RESPONSE (1.0).
TOUSSI S	11/21/05	2.00	ADDRESS AND RESOLVE VARIOUS ISSUES RE CUSTOMER SETOFFS (0.5); RESEARCH ISSUES RE SAME (1.2); DISCUSS SAME WITH COMPANY COUNSEL (0.3).
TOUSSI S	11/30/05	1.40	ADDRESS AND RESOLVE VARIOUS OUTSTANDING ISSUES WITH SETOFF CUSTOMERS (0.7); PREPARE FORMAL RESPONSES TO CERTAIN CUSTOMERS (0.3); UPDATE STATUS CHART RE CUSTOMERS (0.4).
		14.50	
<b>Total Associate</b>		64.00	
<b>TOTAL TIME</b>		<u>101.60</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Customer Matters (General)**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	10/18/05	Copy Center, D	0.88
In-house Reproduction	10/28/05	Copy Center, D	6.88
In-house Reproduction	11/15/05	Copy Center, D	3.24
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$11.00</b>
Telephone Expense	10/28/05	Telecommunications, D	1.35
Telephone Expense	10/28/05	Telecommunications, D	2.08
Telephone Expense	10/28/05	Telecommunications, D	0.35
Telephone Expense	11/23/05	Telecommunications, D	0.15
Telephone Expense	11/23/05	Telecommunications, D	0.05
Telephone Expense	11/23/05	Telecommunications, D	0.02
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$4.00</b>
Out-of-Town Meals	10/18/05	Meisler RE	15.32
Out-of-Town Meals	10/18/05	Meisler RE	140.68
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$156.00</b>
Wireless - Mobile/Cellular/Pager	11/09/05	Meisler RE	5.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$5.00</b>
		<b>TOTAL MATTER</b>	<b>\$176.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Customer Matters (General)**

**Bill Date: 01/31/06  
Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
COCHRAN EL	12/01/05	1.10	REVIEW PRESENTATION FOR CUSTOMERS (1.1).
		1.10	
HIESTAND NL	12/09/05	2.60	ATTEND TO SBERBANK ISSUES; REVIEW FILING AGAINST ACM (2.6).
HIESTAND NL	12/19/05	0.70	ATTEND TO OFFSET ISSUE, OTHERS (0.7).
		3.30	
LYONS JK	12/07/05	2.40	REVIEW AND REVISIONS TO MERCEDES CONTRACT AND CONFERENCES WITH S. CORCORAN (2.4).
		2.40	
<b>Total Partner</b>		<b>6.80</b>	
GIBSON ML	12/02/05	2.50	REVIEWED CUSTOMER PRESENTATION (2.5).
		2.50	
TOUSSI S	12/01/05	0.30	ADDRESS VARIOUS CUSTOMER MATTERS, INCLUDING REQUESTS FOR WAIVERS OF PREFERENCE ACTIONS (0.3).
TOUSSI S	12/02/05	4.10	FOLLOW-UP ISSUES AND CORRESPONDENCE WITH VARIOUS SETOFF CUSTOMERS TO ADDRESS STATUS OF RECONCILIATION (1.5); VARIOUS INTERNAL CONFERENCE CALLS WITH CLIENT TO DISCUSS STATUS OF VARIOUS CLAIMS AND POTENTIAL TURNOVER ACTIONS (1.0); RESEARCH ISSUES RE POSSIBLE TURNOVER ACTION OR COUNTERCLAIMS UNDER 558 (0.7); ADDRESS WARRANTY ISSUES WITH VARIOUS CUSTOMERS (0.4); ADDRESS ISSUES RE WAIVER OF PREFERENCE CLAIMS (0.5).
		4.40	
<b>Total Associate</b>		<b>6.90</b>	
<b>TOTAL TIME</b>		<b><u>13.70</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Customer Matters (General)**

**Bill Date: 02/28/06  
Bill Number: 1108418**

<b>NAME</b>	<b>DATE</b>	<b>HOURS</b>	<b>DESCRIPTION</b>
COCHRAN EL	01/11/06	1.40	REVIEW AND COMMENT ON DRAFT CUSTOMER PRESENTATION (1.4).
		1.40	
<b>Total Partner</b>		1.40	
HERRIOTT AV	01/10/06	0.50	REVIEW AND REVISE CUSTOMER PRESENTATION (0.5).
HERRIOTT AV	01/11/06	0.80	REVIEW AND REVISE CUSTOMER PRESENTATION (0.8).
HERRIOTT AV	01/12/06	0.20	REVIEW AND REVISE CUSTOMER PRESENTATION (0.2).
		1.50	
TOUSSI S	01/19/06	1.20	ADDRESS CUSTOMER OVERPAYMENT ISSUES FOR VARIOUS CUSTOMERS (0.5); RESEARCH ISSUES WHETHER TO PURSUE TURNOVER ACTION OR BREACH OF AUTOMATIC STAY (0.7).
TOUSSI S	01/24/06	1.30	ADDRESS VARIOUS CUSTOMER DISPUTES ON PREPETITION INVOICES AND SETOFF (0.5); FOLLOW-UP ISSUES WITH CLIENT AND INTERNALLY RE SAME (0.8).
		2.50	
<b>Total Associate</b>		4.00	
<b>TOTAL TIME</b>		<u><b>5.40</b></u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Customer Matters (General)

Bill Date: 02/28/06  
Bill Number: 1108418

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	01/27/06	Telecommunications, D	0.87
Telephone Expense	01/27/06	Telecommunications, D	1.11
Telephone Expense	01/27/06	Telecommunications, D	0.02
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$2.00</b>
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	6.00
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$6.00</b>
		<b>TOTAL MATTER</b>	<b>\$8.00</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-25  
AUTOMATIC STAY (RELIEF ACTIONS)  
143.9 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Automatic Stay (Relief Actions)**

**Bill Date: 12/30/05  
Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
HERRIOTT AV	10/13/05	0.40	DRAFT NOTICE OF BANKRUPTCY (0.4).
HERRIOTT AV	10/18/05	0.20	FOLLOW UP RE NOTICE OF PENDENCY (0.2).
HERRIOTT AV	10/24/05	1.90	RESEARCH RE SECTION 525 OF THE CODE AND ITS RELATIONSHIP TO RENEWAL OF LICENSES AND PERMITS (1.9).
HERRIOTT AV	10/28/05	2.10	DRAFT FORM LETTER RE SECTIONS 362 AND 525 FOR USE WITH GOVERNMENTAL ENTITIES (2.1).
		<b>4.60</b>	
MEISLER RE	10/18/05	0.60	REVIEW MOTION FILED BY SPECMO RE LIFT STAY/SET OFF REQUEST (0.3); CONFERENCE WITH S. TOUSSI RE SAME (0.3).
MEISLER RE	10/19/05	0.50	CONFERENCE WITH J. PAPELIAN RE STAY OF LITIGATION (0.5).
MEISLER RE	11/06/05	0.50	TELECONFERENCE WITH C. BROWN RE AUTOMATIC STAY INQUIRIES (0.5).
		<b>1.60</b>	
MICHELI MJ	10/24/05	6.10	ANALYSIS OF AUTOMATIC STAY ISSUES RE SUPPLIERS (0.3); CONTINUED RESEARCH RE SCOPE OF THE AUTOMATIC STAY AND ITS APPLICATION TO THE DEBTORS AND NON-DEBTOR DEFENDANTS (5.8).
MICHELI MJ	10/27/05	6.30	CONTINUED RESEARCH RE SCOPE OF THE AUTOMATIC STAY AND ITS APPLICATION TO DELPHI'S PENDING LITIGATION (6.3).
MICHELI MJ	10/28/05	3.10	CONTINUED RESEARCH RE SCOPE OF THE AUTOMATIC STAY AND ITS APPLICATION TO THE DEBTORS AND NON-DEBTOR DEFENDANTS (1.1); BEGAN DRAFTING NOTES RE AUTOMATIC STAY RESEARCH (2.0).
MICHELI MJ	10/30/05	1.80	CONTINUED RESEARCH RE SCOPE OF THE AUTOMATIC STAY AND ITS APPLICATION TO DELPHI LITIGATION (1.8).
MICHELI MJ	10/31/05	1.60	CONTINUED RESEARCH RE SCOPE OF THE AUTOMATIC STAY AND ITS APPLICATION TO DELPHI LITIGATION (0.5); UPDATED CASE LAW RESEARCH RE SAME (1.1).
MICHELI MJ	11/06/05	0.70	TELECONFERENCE WITH C. BROWN RE AUTOMATIC STAY (0.4); REVIEW MATERIALS IN CONNECTION WITH THE AUTOMATIC STAY (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	11/07/05	0.10	CORRESPONDENCE RE A LITIGATION CLAIMANT AND ITS POTENTIAL VIOLATION OF THE AUTOMATIC STAY (0.1).
MICHELI MJ	11/08/05	0.20	ANALYSIS OF ELMORE LIFT STAY MOTION (0.2).
MICHELI MJ	11/09/05	0.90	REVIEW REQUEST FOR RELIEF FROM AUTOMATIC STAY BY ELMORE (0.3); REVIEW PLEADING RE COMPLIANCE WITH CASE MANAGEMENT ORDER (0.3); DRAFT CORRESPONDENCE RE SAME (0.3).
MICHELI MJ	11/10/05	0.40	TELECONFERENCE WITH G. MOORE RE ELMORE LIFT STAY (0.2); DRAFTED CORRESPONDENCE RE SAME (0.2).
MICHELI MJ	11/11/05	0.20	CORRESPONDENCE WITH G. MOORE RE ELMORE LIFT STAY (0.2).
MICHELI MJ	11/14/05	1.30	TELECONFERENCE WITH S. SPIRES RE ELMORE LIFT STAY (0.3); BEGAN REVIEW AND ANALYSIS OF A SUPPLIER AND RELATED AUTOMATIC STAY MATTERS (0.2); BEGAN DRAFTING A RESPONSE RE SAME (0.8).
MICHELI MJ	11/15/05	0.90	CONTINUED DRAFTING ANALYSIS OF SUPPLIER RELATED AUTOMATIC STAY ISSUES (0.9).
MICHELI MJ	11/16/05	0.70	ANALYSIS OF OPEN LIFT STAY MATTERS (0.4); REVIEW OF DOCKET RE ELMORE LIFT STAY (0.1); DRAFT CORRESPONDENCE RE SAME (0.2).
MICHELI MJ	11/23/05	0.10	TELECONFERENCE WITH R. MCGONGIGLE RE BUTTITTA LIFT STAY MOTION (0.1).
MICHELI MJ	11/30/05	0.20	CORRESPONDENCE WITH G. MOORE RE ELMORE LIFT STAY (0.2).
		24.60	
TOUSSI S	11/07/05	1.00	ADDRESS OTHER FILINGS IN CASE WITH RESPECT TO 362 AND LIFT STAYS (1.0).
		1.00	
<b>Total Associate</b>		<b>31.80</b>	
<b>TOTAL TIME</b>		<b><u>31.80</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Automatic Stay (Relief Actions)**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/01/05	Copy Center, D	10.53
In-house Reproduction	11/11/05	Copy Center, D	14.47
<b>TOTAL IN-HOUSE REPRODUCTION</b>			<b>\$25.00</b>
Telephone Expense	10/28/05	Telecommunications, D	0.04
Telephone Expense	10/28/05	Telecommunications, D	0.02
Telephone Expense	11/23/05	Telecommunications, D	1.26
Telephone Expense	11/23/05	Telecommunications, D	2.33
Telephone Expense	11/23/05	Telecommunications, D	0.34
Telephone Expense	11/23/05	Telecommunications, D	0.01
<b>TOTAL TELEPHONE EXPENSE</b>			<b>\$4.00</b>
<b>TOTAL MATTER</b>			<b>\$29.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Automatic Stay (Relief Actions)**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
MARAFIOTI KA	12/29/05	1.30	WORK ON OBJECTION TO COX AND CLARKE 362 MOTIONS (1.3).
		<b>1.30</b>	
<b>Total Partner</b>		<b>1.30</b>	
MEISLER RE	12/12/05	0.10	ATTENTION TO MOTION TO LIFT STAY FILED BY BUTTITTA (0.1).
MEISLER RE	12/23/05	1.00	REVIEW AND COMMENT ON OBJECTION TO COX MOTION TO LIFT STAY (1.0).
MEISLER RE	12/28/05	0.40	REVIEW AND COMMENT ON OMNIBUS OBJECTION TO COX AND CLARK LIFT STAY (0.4).
MEISLER RE	12/29/05	2.10	REVIEW AND COMMENT ON OMNIBUS OBJECTION TO COX AND CLARK LIFT STAY (2.1).
MEISLER RE	12/30/05	0.80	REVIEW AND COMMENT ON COX AND CLARK SCRIPT (0.6); AND BUTTITTA SCRIPT (0.2).
		<b>4.40</b>	
MICHELI MJ	12/01/05	2.00	BEGAN RESEARCH RE CASE LAW IN THE SECOND CIRCUIT ON ORDINARY COURSE OF BUSINESS (0.3); CORRESPONDENCE WITH F. FRIEDSTEDT RE BUTTITTA LIFT STAY MOTION (0.2); ANALYSIS OF BUTTITTA LIFT STAY MOTION (0.9); TELECONFERENCE WITH F. FRIEDSTEDT RE SAME (0.4); TELECONFERENCE WITH J. PAPELIAN RE SAME (0.2).
MICHELI MJ	12/02/05	0.40	CORRESPONDENCE WITH F. FRIEDSTEDT RE BUTTITTA LIFT STAY MOTION (0.4).
MICHELI MJ	12/03/05	0.20	CORRESPONDENCE WITH J. PAPELIAN RE BUTTITTA LIFT STAY MOTION (0.2).
MICHELI MJ	12/05/05	0.10	TELECONFERENCE WITH F. FRIEDSTEDT RE BUTTITTA LIFT STAY MOTION (0.1).
MICHELI MJ	12/06/05	1.00	REVIEW OF SMOLICK LIFT STAY LETTER (0.3); ANALYSIS OF INSURANCE ISSUES RE SAME (0.2); REVIEW OF PEPKO MOTION TO MODIFY THE AUTOMATIC STAY TO SETOFF OR TERMINATE CONTRACT (0.5).
MICHELI MJ	12/07/05	0.20	REVIEW OF POTENTIAL VIOLATION OF THE AUTOMATIC STAY (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	12/09/05	1.30	CORRESPONDENCE WITH R. CHAPMAN RE SMOLICK LIFT STAY LETTER (0.1); CONTINUED REVIEW OF PEPCO MATTERS RE MOTION TO MODIFY STAY AND SET OFF (0.4); BEGAN RESEARCH RE POTENTIAL VIOLATION OF THE AUTOMATIC STAY (0.8).
MICHELI MJ	12/10/05	0.90	CONTINUED RESEARCH RE POSSIBLE VIOLATION OF THE AUTOMATIC STAY (0.9).
MICHELI MJ	12/12/05	0.90	TELECONFERENCE WITH F. FRIESTEDT AND J. PAPELIAN RE BUTTITTA MOTION TO MODIFY THE STAY (0.4); CONTINUED REVIEW OF PEPCO LIFT STAY MOTION AND REQUEST FOR SET OFF (0.5).
MICHELI MJ	12/13/05	1.70	TELECONFERENCE WITH N. BERGER RE PEPCO MOTION FOR RELIEF FROM STAY FOR SET OFF (0.1); TELECONFERENCE WITH M. KAMISCHKE RE SAME (0.1); REVIEW RESULTS OF DISCLOSURE RESEARCH RE PEPCO (0.3); DRAFTED CORRESPONDENCE TO LITIGATION GROUP AT DELPHI RE BUTTITTA (0.5); TELECONFERENCE WITH R. CHAPMAN RE SMOLICK (0.1); BEGAN REVIEW OF BUTTITTA MOTION AND COX MOTION FOR RELIEF FROM AUTOMATIC STAY IN PREPARATION FOR DRAFTING RESPONSE (0.6).
MICHELI MJ	12/14/05	1.80	REVIEW OPEN LIFT STAY ISSUES TO BE COMPLETED (0.5); TELECONFERENCE WITH J. PAPELIAN AND D. PARSHALL RE LIFT STAY MATTERS (0.2); TELECONFERENCE WITH D. PARSHALL AND G. DAVIS RE SAME (0.8); TELECONFERENCE WITH S. BARNETT RE BUTTITTA LIFT STAY MATTER (0.3).
MICHELI MJ	12/15/05	1.20	TELECONFERENCE WITH L. RUSSEL RE COX LIFT STAY MOTION (0.2); ANALYSIS OF INSURANCE ISSUES IN CONNECTION WITH LIFTING THE AUTOMATIC STAY (0.2); ANALYSIS OF COX LIFT STAY MOTION AND PROCEDURAL SUFFICIENCY (0.8).
MICHELI MJ	12/19/05	0.50	TELECONFERENCE WITH J. PAPELIAN RE LIFT STAY OBJECTIONS (0.2); TELECONFERENCE WITH D. PARSHALL RE SAME (0.1); REVIEW BUTTITTA MATERIALS RE OBJECTION TO BE FILED (0.2).
MICHELI MJ	12/20/05	0.60	CORRESPONDENCE WITH D. PARSHALL RE COX LIFT STAY (0.1); CONTINUED ANALYSIS OF BUTTITTA OBJECTION AND RESPONSE (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	12/21/05	1.00	TELECONFERENCE WITH R. CHAPMAN RE SMOLICK LIFT STAY (0.1); TELECONFERENCE WITH D. PARSHALL AND G. DAVIS RE AUTOMATIC STAY MATTERS (0.3); TELECONFERENCE WITH S. BARNETT RE BUTTITTA AUTOMATIC STAY MOTION; ANALYSIS OF STRATEGY RE MODIFICATION OF THE AUTOMATIC STAY (0.3); REVIEW COX LIFT STAY MOTION (0.1); CORRESPONDENCE WITH J. PAPELIAN RE SAME (0.2).
MICHELI MJ	12/22/05	0.50	CORRESPONDENCE WITH LITIGATION GROUP RE LIFT STAY STATUS (0.3); TELECONFERENCE WITH R. CHAPMAN RE SMOLICK LIFT STAY LETTER (0.2).
MICHELI MJ	12/28/05	0.70	CORRESPONDENCE WITH D. PARSHALL AND G. DAVIS RE AUTOMATIC STAY MATTERS (0.3); TELECONFERENCE WITH C. BRADFORD RE SAME (0.4).
		15.00	
STUART NL	12/13/05	2.40	BEGIN RESEARCH RE LIFT STAY PRECEDENT (2.4).
STUART NL	12/14/05	8.30	REVIEW PULLMAN BANK MOTION TO LIFT STAY (1.1); REVIEW BUTTITTA MOTION TO LIFT STAY (0.8); REVIEW COX MOTION TO LIFT STAY (0.6); BEGIN RESEARCH OF CASE LAW IN RESPONSE TO ABOVE LISTED MOTIONS TO LIFT STAY (3.2); BEGIN DRAFTING BASIC LIFT STAY OBJECTION (2.2); STRATEGIZE RE RESPONSE/OBJECTION STRATEGY (0.4).
STUART NL	12/15/05	6.80	CONTINUE TO REVIEW CASELAW FOR LIFT STAY MOTIONS (2.1); REVISE DRAFT OBJECTION TO LIFT STAY MOTION (3.4); CORRESPONDENCE WITH COMPANY RE PULLMAN/PACIFIC RIM (0.6); STRATEGIZE RE APPROACH FOR COX AND BUTTITTA (0.7).
STUART NL	12/16/05	4.10	CONTINUE TO RESEARCH LIFT STAY CASE LAW IN CONNECTION WITH INSURANCE LITIGATION (3.2); REVIEW MEMORANDUM ON SAME (0.9).
STUART NL	12/19/05	3.50	DRAFT OBJECTION TO BUTTITTA LIFT STAY MOTION (3.2); SOLICIT COMMENTS ON SAME (0.3).
STUART NL	12/20/05	6.70	BEGIN DRAFTING OMNIBUS OBJECTION TO BUTTITTA AND COX LIFT STAY MOTIONS (3.2); REVISE CASE LAW CITED IN OMNIBUS OBJECTION (1.2); CORRESPONDENCE WITH CLIENT RE PACIFIC RIM SCHEDULES AND EQUIPMENT (0.7); REVIEW PACIFIC RIM SCHEDULES 3, 4, 5, AND 6 (1.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

STUART NL	12/21/05	7.00	BEGIN DRAFTING OBJECTION TO PACIFIC RIM MOTION FOR RELIEF FROM STAY (1.1); FOLLOW UP WITH CLIENT (J. BALES) RE PACIFIC RIM PAYMENT SCHEDULE (0.2); AND ANALYZE FILE OF SAME (1.6); DRAFT SCRIPT, PROFFER AND Q&A'S FOR COX OBJECTION (2.4); BEGIN DRAFTING SCRIPT FOR BUTTITTA (0.5); MULTIPLE TELECONFERENCES RE COX AND BUTTITTA LIFT STAY MOTIONS (1.2).
STUART NL	12/22/05	5.50	DRAFT OBJECTION TO COX LIFT STAY MOTION (2.4); CONTINUE TO DRAFT AND REVISE OBJECTION TO PACIFIC RIM LIFT STAY MOTION (1.3); BEGIN DRAFTING SCRIPT FOR PACIFIC RIM (0.7); REVISE SCRIPT, PROFFER AND Q&A'S FOR COX (0.6); FOLLOW UP WITH COUNSEL RE PACIFIC RIM (0.2); FOLLOW-UP ON BUTTITTA ISSUES (0.3).
STUART NL	12/23/05	4.50	DISCUSSION WITH CLIENT RE RECONCILIATION OF PACIFIC RIM/PULLMAN BANK ACCOUNTS (0.7); REVIEW REPORT GENERATED IN CONNECTION WITH SAME (1.2); CORRESPONDENCE WITH COUNSEL TO PACIFIC RIM RE JANUARY 5 OMNIBUS HEARING (0.4); REVISE OBJECTION TO COX LIFT STAY MOTION (0.7); STRATEGIZE ON PROCEDURE FOR COX LIFT STAY MOTION (0.4); REVISE COX SCRIPT AND PROFFER (1.1).
STUART NL	12/28/05	1.60	REVISE COX OBJECTION (0.6); REVIEW CLARK MOTION FOR RELIEF FROM STAY (0.3); BEGIN DRAFTING OBJECTION TO SAME (0.7).
STUART NL	12/29/05	4.90	REVISE OMNIBUS OBJECTION TO COX AND CLARK MOTIONS FOR RELIEF FROM STAY (2.7); PREPARE SAME FOR FILING (1.2); DRAFT SCRIPT FOR COX OBJECTION (0.7); DRAFT SCRIPT FOR CLARK OBJECTION (0.3).
STUART NL	12/30/05	2.40	REVISE COX SCRIPT (0.9); REVISE CLARK SCRIPT (0.8); DRAFT SCRIPT FOR BUTTITTA MOTION (0.4); REVISE SCRIPT FOR PACIFIC RIM (0.3).
		57.70	
Total Associate		77.10	
TOTAL TIME		<u>78.40</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Automatic Stay (Relief Actions)**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	12/13/05	Copy Center, D	56.72
In-house Reproduction	12/19/05	Copy Center, D	22.28
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$79.00</b>
Telephone Expense	12/29/05	Telecommunications, D	3.13
Telephone Expense	12/29/05	Telecommunications, D	5.16
Telephone Expense	12/29/05	Telecommunications, D	0.71
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$9.00</b>
Lexis/Nexis	12/14/05	Stuart NL	165.44
Lexis/Nexis	12/15/05	Stuart NL	139.66
Lexis/Nexis	12/28/05	Fern BM	45.07
Lexis/Nexis	12/29/05	Stuart NL	90.91
Lexis/Nexis	12/30/05	Stuart NL	28.92
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$470.00</b>
Westlaw	12/03/05	Micheli MJ	247.73
Westlaw	12/08/05	Micheli MJ	52.38
Westlaw	12/09/05	Micheli MJ	15.65
Westlaw	12/10/05	Micheli MJ	283.48
Westlaw	12/14/05	Micheli MJ	44.74
Westlaw	12/14/05	Stuart NL	101.98
Westlaw	12/15/05	Stuart NL	280.05
Westlaw	12/19/05	Stuart NL	29.66
Westlaw	12/20/05	Micheli MJ	67.30
Westlaw	12/20/05	Stuart NL	47.41
Westlaw	12/21/05	Micheli MJ	12.78
Westlaw	12/23/05	Micheli MJ	135.20
Westlaw	12/28/05	Fern BM	56.64
		<b>TOTAL WESTLAW</b>	<b>\$1,375.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	14.00
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$14.00</b>
		<b>TOTAL MATTER</b>	<b>\$1,947.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Automatic Stay (Relief Actions)**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
MICHELI MJ	01/02/06	0.80	TELECONFERENCE WITH S. BARNETT RE BUTTITTA LIFT STAY MOTION (0.3); DRAFTED CORRESPONDENCE TO S. BARNETT RE AGREEMENT TO CONTINUE BUTTITTA MATTER (0.2); REVIEW MATERIALS IN CONNECTION WITH HENEY AUTOMATIC STAY VIOLATION (0.3).
MICHELI MJ	01/03/06	1.60	BEGAN REVISIONS TO SCRIPT AND PROFFER FOR THE OBJECTION TO COX AND CLARK MOTIONS FOR RELIEF FROM STAY (0.9); BEGAN DRAFTING MOTION TO DENY COX LIFT STAY MOTION (0.1); BEGAN REVISIONS TO PROFFER OF J. SHEEHAN RE: LIFT STAY MATTERS (0.6).
MICHELI MJ	01/04/06	0.50	REVIEW STATUS OF COX AND CLARK MOTIONS TO MODIFY THE AUTOMATIC STAY (0.1); DRAFTED MOTION TO DENY COX'S MOTION TO MODIFY THE AUTOMATIC STAY (0.2); DRAFTED MOTION TO DENY CLARK'S MOTION TO MODIFY THE AUTOMATIC STAY (0.2).
MICHELI MJ	01/06/06	0.60	TELECONFERENCE WITH R. MCGONIGLE RE BUTTITTA DISCOVERY REQUESTS (0.2); BEGAN REVIEW AND ANALYSIS OF BUTTITTA'S DISCOVERY REQUESTS RE MOTION TO LIFT STAY (0.4).
MICHELI MJ	01/07/06	1.60	CONTINUED REVIEW OF BUTTITTA DISCOVERY REQUESTS RE LIFT STAY MOTION (0.2); BEGAN RESEARCH AND ANALYSIS RE DISCOVERY REQUESTS (0.2); CORRESPONDENCE WITH J. PAPELIAN RE SAME (0.1); TELECONFERENCE WITH J. PAPELIAN RE SAME (0.1); DRAFTED SUMMARY OF BUTTITTA MATTER RE GENESIS OF LAWSUIT AND DISCOVERY SOUGHT (1.0).
MICHELI MJ	01/09/06	0.40	CONTINUED REVIEW AND ANALYSIS OF BUTTITTA'S DISCOVERY REQUESTS IN CONNECTION WITH BUTTITTA LIFT STAY MOTION (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	01/10/06	2.50	IN CONNECTION AUTOMATIC STAY MATTERS AND APPEALS IN PREPETITION CASES, RESEARCH RE SUGGESTIONS OF BANKRUPTCY (0.7); BEGAN REVIEW OF CORRESPONDENCE WITH R. CHAPMAN RE SMOLICK LIFT STAY (0.2); BEGAN REVIEW OF PROPOSED SETTLEMENT OF SMOLICK LIFT STAY MATTER (0.3); BEGAN REVIEW OF INSURANCE RELATED MATTERS IN CONNECTION WITH LIFT STAY PROCEDURES (0.2); DRAFTED CORRESPONDENCE WITH J. PAPELIAN RE STATUS OF LIFT STAY CASES (0.2); BEGAN DRAFTING FORM LETTER RE VIOLATION OF AUTOMATIC STAY (0.7); BEGAN REVIEW OF SHAW LIFT STAY MATTER (0.2).
MICHELI MJ	01/17/06	0.90	CORRESPONDENCE WITH M. MACDONALD RE BUTTITTA (0.2); DRAFT SUMMARY OF LIFT STAY MATTER AND DISCOVERY REQUESTS (0.4); BEGAN RESEARCH OF FEDERAL RULES OF CIVIL PROCEDURE RE SAME (0.3).
MICHELI MJ	01/18/06	0.40	TELECONFERENCE WITH F. FRIESTEDT RE BUTTITTA (0.4).
MICHELI MJ	01/19/06	0.20	CORRESPONDENCE WITH C. BRADFORD RE AUTOMATIC STAY VIOLATIONS (0.2).
MICHELI MJ	01/20/06	0.60	BEGAN RESEARCH IN CONNECTION WITH BUTTITTA DISCOVERY REQUESTS AND MOTION TO QUASH (0.6).
MICHELI MJ	01/23/06	0.40	TELECONFERENCE WITH R. CHAPMAN RE SHAW LIFT STAY MOTION AND FILING DEFICIENCIES (0.2); DRAFT CORRESPONDENCE TO R. CHAPMAN RE SAME (0.2).
MICHELI MJ	01/24/06	1.10	TELECONFERENCE WITH C. GIAMPAPA RE LEAD PLAINTIFFS LIFT STAY MOTION (0.2); DRAFTED CORRESPONDENCE TO C. GIAMPAPA RE SAME (0.3); REVIEW ORDER ENTERED ON LEAD PLAINTIFFS LIFT STAY MOTION (0.5).
MICHELI MJ	01/25/06	0.90	REVIEW LEAD PLAINTIFFS ORDER DISALLOWING MOTION TO LIFT STAY (0.3); REVIEW TRANSCRIPT RE SAME (0.4); DRAFTED CORRESPONDENCE RE SAME (0.2).
MICHELI MJ	01/26/06	0.30	REVIEW ARAM. MOTION TO LIFT THE STAY (0.3).
MICHELI MJ	01/27/06	0.30	CORRESPONDENCE WITH SHAW RE LIFT STAY MOTION AND CONTINUANCE (0.3).
MICHELI MJ	01/29/06	3.30	IN CONNECTION WITH BUTTITTA MOTION TO LIFT THE AUTOMATIC STAY, BEGAN RESEARCH QUASHING DISCOVERY REQUESTS (3.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	01/30/06	6.30	TELECONFERENCE WITH F. FREISTEDT RE BUTTITTA DISCOVERY REQUESTS (0.2); BEGAN DRAFTING MOTION TO QUASH BUTTITTA DISCOVERY REQUESTS (3.2); ANALYSIS OF BUTTITTA STATE COURT COMPLAINT A PREVIOUS DISCOVERY TAKEN (0.4); CONTINUED RESEARCH IN CONNECTION WITH BUTTITTA DISCOVERY (2.0); TELECONFERENCE WITH M. JACOB RE SHAW LIFT STAY (0.2); DRAFTED CORRESPONDENCE TO M. JACOB RE SAME (0.3).
MICHELI MJ	01/31/06	4.70	CONTINUED DRAFTING MOTION TO QUASH BUTTITTA DISCOVERY REQUESTS (1.3); ANALYSIS OF BUTTITTA STATE COURT COMPLAINT A PREVIOUS DISCOVERY TAKEN (0.5); CONTINUED RESEARCH IN CONNECTION WITH BUTTITTA DISCOVERY (1.9); TELECONFERENCE WITH C. BRADFORD RE SETTLED LITIGATION CASES AND THE AUTOMATIC STAY (0.3); DRAFTED CORRESPONDENCE TO M. JACOB RE SAME (0.3); BEGAN REVIEWING ORDER OF DISMISSAL RE SAME (0.2); CONFERENCE WITH R. MEISLER RE OPEN LITIGATION MATTERS (0.2).
		27.40	
STUART NL	01/03/06	0.50	MULTIPLE TELECONFERENCE WITH COUNSEL FOR CLARK AND FOLLOW UP ON TELEPHONIC HEARING (0.4); CORRESPONDENCE RE DELPHI'S DUTY TO DEFEND PURSUANT IN CONNECTION WITH PI ACTIONS (0.1).
STUART NL	01/04/06	2.90	TELECONFERENCE WITH COUNSEL RE CLARK LIFT STAY MATTER (0.1); DRAFT FOLLOW-UP CORRESPONDENCE RE SAME (0.6); REVISE COX SCRIPT (0.2); ADDITIONAL FOLLOW UP WITH COUNSEL TO CLARK RE MOTION AND UPCOMING HEARING (0.4); CORRESPONDENCE RE WITHDRAWAL OF COX LIFT STAY MOTION (0.2); CORRESPONDENCE RE WITHDRAWAL OF CLARK LIFT STAY MOTION (0.2); UPDATE SCRIPTS FOR COX (0.3); UPDATE SCRIPTS FOR CLARK (0.2); DRAFT NOTICE OF WITHDRAWAL FOR COX (0.2); DRAFT NOTICE OF WITHDRAWAL FOR CLARK (0.2); FOLLOW UP WITH CLIENT AND COUNSEL RE PULLMAN BANK AND BANK OF LINCOLNWOOD EQUIPMENT PICKUP (0.3).
STUART NL	01/05/06	1.10	REVISE AND DISTRIBUTE COX AND CLARK NOTICES OF WITHDRAWAL (0.6); SUPERVISE FILING OF SAME (0.2); CONTACT CLIENT RE PACIFIC RIM/PULLMAN BANK RECONCILIATION ISSUE IN CONNECTION WITH LIFT STAY MOTION (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

STUART NL	01/06/06	0.30	FOLLOW UP WITH CLIENT RE RECONCILIATION STATUS FOR PACIFIC RIM CONTRACTS (0.3) .
STUART NL	01/09/06	0.50	REVIEW ORDER RE LEAD PLAINTIFFS' MOTION (0.4); REVIEW PACIFIC RIM/PULLMAN BANK PAYMENTS (0.1) .
STUART NL	01/16/06	0.70	FOLLOW-UP ON PULLMAN BANK/PACIFIC RIM ISSUES (0.7) .
STUART NL	01/18/06	1.30	RESOLVE PULLMAN BANK MOTION FOR RELIEF (0.9); REVIEW CASES ADDRESSING SECTION 362 REQUIREMENTS (0.4) .
		7.30	
<b>Total Associate</b>		<b>34.70</b>	
<b>TOTAL TIME</b>		<b><u>34.70</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Automatic Stay (Relief Actions)**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Lexis/Nexis	01/10/06	Stuart NL	204.45
Lexis/Nexis	01/24/06	Zaltzman H	75.55
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$280.00</b>
Westlaw	01/06/06	Stuart NL	123.00
Westlaw	01/09/06	Stone M	53.88
Westlaw	01/10/06	Micheli MJ	25.20
Westlaw	01/29/06	Micheli MJ	87.66
Westlaw	01/30/06	Micheli MJ	163.26
		<b>TOTAL WESTLAW</b>	<b>\$453.00</b>
Messengers/ Courier	01/04/06	Dist Serv/Mail/Page, D	110.87
Messengers/ Courier	01/13/06	Dist Serv/Mail/Page, D	29.13
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$140.00</b>
Outside Research/Internet Services	01/06/06	Pacer Service Center	3.87
Outside Research/Internet Services	01/06/06	Pacer Service Center	8.13
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$12.00</b>
Wireless - Mobile/Cellular/Pager	01/09/06	Meisler RE	15.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$15.00</b>
		<b>TOTAL MATTER</b>	<b>\$900.00</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-26  
REAL ESTATE OWNED  
102.0 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Real Estate (Owned)

Bill Date: 12/30/05  
Bill Number: 1091378

NAME	DATE	HOURS	DESCRIPTION
WEXLER MP	10/24/05	1.30	REVIEW AND COMMENT ON PROPOSED AGENDA FOR 10/26 REAL ESTATE MEETING IN TROY (0.6); PREPARE FOR MEETING IN TROY (0.7).
WEXLER MP	10/25/05	1.30	PREPARATION FOR MEETING WITH REAL ESTATE AND FACILITIES TEAM IN TROY, INCLUDING REVIEW AND REVISIONS TO PROPOSED AGENDA AND FOLLOW UP ON SPECIFIC ISSUES RAISED BY COMPANY (1.3).
WEXLER MP	10/26/05	6.80	PREPARE FOR (0.8) AND MEET WITH REAL ESTATE/FACILITIES TEAM (J. JAFFURS, J. BEAUDOEN, M. KAMISCHKE, K. JONES AND OTHERS) TO DISCUSS REAL ESTATE ISSUES, PROJECTS, CHAPTER 11 REQUIREMENTS (6.0).
WEXLER MP	10/27/05	0.90	REVIEW AND COMMENT ON ISSUES LIST ARISING FROM 10/26 REAL ESTATE MEETING IN TROY AND FOLLOW UP ON SAME (0.9).
WEXLER MP	10/28/05	0.60	REVIEW AND COMMENT ON REVISED ISSUES LIST FROM REAL ESTATE/FACILITIES MEETING AND FOLLOW UP ON ISSUES (0.6).
WEXLER MP	10/31/05	2.20	WORKING GROUP MEETING TO DISCUSS REAL ESTATE ISSUES RAISED BY COMPANY AT 10/26 MEETING (1.4) AND FOLLOW UP TELECONFERENCES WITH J. JAFFURS AND WITH J. BEAUDOEN RE SAME (0.6); TELECONFERENCES AND CORRESPONDENCE WITH S. BACON RE FUTURE REAL ESTATE MEETINGS (0.2).
WEXLER MP	11/01/05	0.30	CONSIDER STRATEGIC ISSUES TO BE DISCUSSED WITH WORKING GROUP AND TELECONFERENCE WITH J. JAFFURS RE SAME (0.3).
WEXLER MP	11/02/05	0.20	TELECONFERENCE AND CORRESPONDENCE WITH J. JAFFURS RE NEXT REAL ESTATE MEETING IN TROY AND POSSIBLE AGENDA ITEMS (0.2).
WEXLER MP	11/03/05	4.20	PARTICIPATE IN INTERNAL WORKING GROUP MEETING ON REAL ESTATE AND STRATEGY MATTERS (3.2); FOLLOW UP ON MATERIALS RE JLL AGREEMENT IN PREPARATION FOR DISCUSSION WITH US TRUSTEE AND WITH UCC (0.6); TELECONFERENCE WITH J. JAFFURS AND J. BEAUDOEN RE SAME (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WEXLER MP	11/04/05	0.40	REVIEW ISSUES RE PAYMENT OF PREPETITION SALARIES OF JLL PERSONNEL AND DISCUSS WITH J. JAFFURS (0.4).
WEXLER MP	11/10/05	2.10	REVIEW PRESS RELEASE AND Q&A RE PAYMENT OF REAL ESTATE TAXES IN HOWARD COUNTY, INDIANA AND REVIEW ISSUES CONTAINED THEREIN (0.6); FOLLOW UP TO DETERMINE ACCURACY OF INFORMATION AND HOW TAXES TREATED BY BANKRUPTCY COURT (0.8); REVIEW ISSUES RAISED BY HALEY AND ALDRICH, ENVIRONMENTAL CONSULTANT AND POSSIBILITY OF MECHANIC'S LIEN ABILITY (0.7).
WEXLER MP	11/11/05	2.20	PARTICIPATE IN SENIOR STRATEGY SESSION RE REAL ESTATE AND OTHER CASE MANAGEMENT MATTERS (1.5); FOLLOW UP ON NECESSITY TO RETAIN HALEY & ALDRICH AS ENVIRONMENTAL REMEDIATION CONSULTANT, INCLUDING TELECONFERENCES WITH J. JAFFURS RE SAME (0.3); TELECONFERENCES WITH J. BEAUDOEN AND J. JAFFURS RE UPCOMING REAL ESTATE ISSUES (0.4).
WEXLER MP	11/14/05	2.10	PREPARATION FOR MEETING WITH DELPHI FACILITIES AND REAL ESTATE GROUP IN TROY ON 11/15, INCLUDING REVIEW AND COMMENT ON AGENDA, FOLLOW UP ON AGENDA ITEMS AND DISCUSS WITH J. JAFFURS AND J. BEAUDOEN (1.4); FOLLOW UP ON ISSUES RE NEED FOR RETENTION OF HALEY & ALDRICH AS ENVIRONMENTAL CONSULTANT (0.3); REVIEW CLAIMS OF HALEY & ALDRICH FOR MECHANICS LIEN ABILITY AND ISSUES (0.4).
WEXLER MP	11/15/05	3.00	PREPARE FOR (0.9) AND PARTICIPATE IN REAL ESTATE WORKING GROUP (J. JAFFURS, M. KAMISCHKE, J. BEAUDOEN, C. COMERFORD, K. JONES) MEETING IN TROY TO DISCUSS REAL ESTATE ISSUES AND MECHANIC'S LIEN ISSUES (2.1).
WEXLER MP	11/18/05	1.40	PARTICIPATE IN SENIOR STRATEGY TELECONFERENCES RE REAL ESTATE AND OTHER MATTERS (1.4).
WEXLER MP	11/22/05	1.60	REVIEW ISSUES RE PAYMENT OF PREPETITION AMOUNTS TO HALEY AND ALDRICH FOR ENVIRONMENTAL REMEDIATION AND ABILITY TO LIEN PROPERTIES IN CONNECTION THEREWITH (0.8); FOLLOW UP ON REAL ESTATE ISSUES RAISED BY J. JAFFURS AND J. BEAUDOEN (0.8).
WEXLER MP	11/28/05	0.30	FOLLOW UP ON ISSUE OF MECHANICS LIEN FOR ENVIRONMENTAL REMEDIATION (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WEXLER MP	11/29/05	0.40	REVIEW AND COMMENT ON INTERNAL CHART OF STEPS TO BE TAKEN IN CONNECTION WITH REAL ESTATE PROJECTS AND LEASES (0.4).
WEXLER MP	11/30/05	0.40	REVIEW REAL ESTATE ISSUES TO BE DISCUSSED AT SENIOR STRATEGY SESSION (0.4).
		31.70	
<b>Total Partner</b>		31.70	
DANZ CE	10/17/05	0.40	COMMUNICATION WITH J. JAFFERS AND RELATED FOLLOW UP (0.4).
DANZ CE	10/18/05	1.20	REVIEW OF OPUS WEST CONTRACT ISSUES AND LETTER FROM COUNSEL REPRESENTING PURCHASER AND RELATED FOLLOW UP (0.6); BEGAN DRAFTING AGENDA FOR STRATEGY SESSION AND REVIEW OF REAL ESTATE LAW IN JURISDICTION (0.6).
DANZ CE	10/19/05	2.10	REVIEW OF DOCKET, ORDERS ENTERED, MOTIONS FILED AND REVIEW OF OTHER PROPOSED FILINGS (1.1); ATTENTION TO THE PERMIT AND AIR EMISSIONS CHARGES (0.3); REVIEW OF CLAIM FOR PREPETITION WAGES AND HUMAN CAPITAL ORDER (0.7).
DANZ CE	10/20/05	2.30	TELECONFERENCE FROM J. BECKER (JLL) AND DISCUSSION OF CURRENT CONTRACT, RECENT PROFESSIONAL EXPERIENCE AND UPCOMING MEETING AND RELATED FOLLOWUP (0.6), FOLLOWUP AND REVIEW OF FACILITY SERVICE INVOICES AND STATUS OF HUMAN CAPITAL ORDER ISSUES (0.5), CONTINUED ATTENTION TO STRATEGY SESSION AGENDA RE REAL ESTATE ISSUES (1.2).
DANZ CE	10/25/05	1.70	REVIEW OF RECENTLY ENTERED ORDERS (0.5), DISCUSSION OF COMPANY OBJECTIVES (0.4), COMMUNICATION WITH S. BACON (0.3), REVISED AGENDA AND DISTRIBUTED THE SAME (0.5).
DANZ CE	10/26/05	3.10	MEETING WITH J. JAFFERS, J. BEAUDOEN, M. KAMISCHKE, C. COMERFORD, K. JONES, D. BICKNELL TO DISCUSS REAL ESTATE STRATEGY (3.1).
DANZ CE	10/27/05	2.50	ATTENTION TO LIST OF OPEN ISSUES AND STRATEGY RELATING THERETO (1.1); CONTINUED REVIEW OF DOCKET AND RECENT FILINGS (0.4); DRAFTED REGULATIONS ISSUES LETTER (0.5); ATTENTION TO ANSWERING GENERAL REAL ESTATE RELATED QUESTIONS FROM COMPANY (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DANZ CE	10/31/05	1.80	ANDERSON, IN LEASE, CLAIM STRATEGY AND RELATED REAL PROPERTY ISSUES (1.0); CONTINUED FOLLOWUP WITH COMPANY (J. JAFFERS AND J. BEAUDOEN RE CURRENT REAL ESTATE ISSUES) (0.4); REVIEW OF THE DOCKET (0.4).
DANZ CE	11/03/05	2.50	COMMUNICATION WITH J. JAFFERS AND J. BEAUDOEN RE REVIEW OF PURCHASE ORDERS AND COURT ORDERS (1.4); REVIEW OF CORRESPONDENCE (0.5); ATTENTION TO FILING MATTERS AND UPCOMING DEADLINES (0.6).
DANZ CE	11/07/05	1.10	COMMUNICATION WITH J. JAFFERS AND J. BEAUDOEN TO COORDINATE UPCOMING FILINGS AND DISCUSSION OF CURRENT STATUS OF ONGOING REAL ESTATE MATTERS (0.8); REVIEW OF CORRESPONDENCE (0.3).
DANZ CE	11/10/05	3.40	PREPARATION OF COMMITTEE PRESENTATION MATERIALS (1.3); INDEPENDENTLY VERIFIED INFORMATION RELATING TO PRESS RELEASES (0.7); COMMUNICATION WITH L. SMITH RE MECHANICS' LIENS AND REVIEW OF RELATED MATERIAL (1.4).
DANZ CE	11/14/05	3.10	REVISIONS TO THE GOVERNMENT PERMIT RESPONSE FORM LETTER AND CIRCULATED THE SAME (1.2);, COMMUNICATION WITH J. GUGLIELMO RE MECHANICS' LIENS AND REVIEW OF ADDITIONAL MATERIALS RE THE HALEY LIENS (0.9); COMMUNICATION TO J. BEAUDOEN (0.2); DRAFTED AND REVISED AGENDA FOR ON-SITE MEETING (0.8).
DANZ CE	11/15/05	3.10	PARTICIPATED IN REAL ESTATE STRATEGY MEETING IN TROY, MICHIGAN WITH J. JAFFERS, J. BEAUDOEN, C. COMERFORD, K. JONES, AND D. BICKNELL FROM DELPHI (2.1); DISCUSSION OF OWNED REAL PROPERTY ISSUES INCLUDING REAL ESTATE TAXES, THE GM REAL ESTATE SEPARATION AGREEMENT, JLL ISSUES RELATING TO OWNED LAND (1.0).
DANZ CE	11/28/05	1.30	REVIEW OF PRECEDENT MATERIALS FOR ENVIRONMENTAL LIEN ISSUES AND STRATEGY CALL RE THE SAME (0.8); FURTHER REVISIONS TO THE FOLEY SOLE SERVICE AND NOTICE (0.5).
DANZ CE	11/30/05	0.90	ATTENTION TO DRAFTING PRORATIONS LETTER FOR TAXES (0.5), REVIEW OF OWNED PROPERTY SCHEDULE IN RESPONSE TO CALL FROM C. BARTEK (0.4).
		30.50	
DE ELIZALDE D	11/14/05	1.20	RESEARCH RE MECHANICS STATUTE IN DIFFERENT STATES (0.9); ANALYSIS RE HALEY LIENS (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	11/15/05	0.60	MEETING WITH CLIENT RE OWNED REAL ESTATE (0.6).
		1.80	
<b>Total Associate</b>		32.30	
<b>TOTAL TIME</b>		<u>64.00</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Real Estate (Owned)**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	11/15/05	De Elizalde D	1,029.17
Air/Rail Travel - vendor feed	11/15/05	De Elizalde D	254.19
Air/Rail Travel - vendor feed	11/15/05	Wexler MP	917.24
Air/Rail Travel - vendor feed	11/15/05	Danz CE	917.24
Air/Rail Travel - vendor feed	11/15/05	Wexler MP	339.98
Air/Rail Travel - vendor feed	11/15/05	Wexler MP	-339.98
Air/Rail Travel - vendor feed	11/15/05	De Elizalde D	-492.83
Air/Rail Travel - vendor feed	11/28/05	Wexler MP	1,270.97
Air/Rail Travel - vendor feed	11/28/05	Wexler MP	-1,270.98
<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>			<b>\$2,625.00</b>
Telephone Expense	10/28/05	Telecommunications, D	0.10
Telephone Expense	10/28/05	Telecommunications, D	0.03
Telephone Expense	11/23/05	Telecommunications, D	0.92
Telephone Expense	11/23/05	Telecommunications, D	1.68
Telephone Expense	11/23/05	Telecommunications, D	0.26
Telephone Expense	11/23/05	Telecommunications, D	0.01
<b>TOTAL TELEPHONE EXPENSE</b>			<b>\$3.00</b>
Lexis/Nexis	11/02/05	Zaltzman H	14.00
<b>TOTAL LEXIS/NEXIS</b>			<b>\$14.00</b>
Out-of-Town Travel	10/26/05	Danz CE	181.83
Out-of-Town Travel	11/15/05	Wexler MP	45.03
Out-of-Town Travel	11/15/05	Danz CE	93.07
Out-of-Town Travel	11/15/05	Danz CE	103.07
<b>TOTAL OUT-OF-TOWN TRAVEL</b>			<b>\$423.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Out-of-Town Meals	11/15/05	Danz CE	3.04
Out-of-Town Meals	11/15/05	Wexler MP	7.96
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$11.00</b>
Wireless - Mobile/Cellular/Pager	11/29/05	Wexler MP	32.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$32.00</b>
		<b>TOTAL MATTER</b>	<b>\$3,108.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Real Estate (Owned)

Bill Date: 01/31/06  
Bill Number: 1092991

NAME	DATE	HOURS	DESCRIPTION
WEXLER MP	12/01/05	0.30	REVIEW REAL ESTATE MATTERS TO BE CONSIDERED AT SENIOR STRATEGY SESSION AND AGENDA THEREFOR (0.3).
WEXLER MP	12/02/05	2.10	PARTICIPATE IN SENIOR STRATEGY SESSION RE REAL ESTATE AND RELATED MATTERS (2.1).
WEXLER MP	12/06/05	0.90	REVIEW AND COMMENT ON FORM OF LETTER TO TAXING AUTHORITIES RE PAYMENT OF REAL AND PERSONAL PROPERTY TAXES (0.3); REVIEW AND COMMENT ON DRAFT OF PRESENTATION FOR COMMITTEE ON REAL ESTATE MATTERS (0.6).
WEXLER MP	12/07/05	0.20	REVIEW AND COMMENT ON REVISED DRAFT OF LETTER TO TAXING AUTHORITIES RE INABILITY TO PAY PREPETITION REAL ESTATE TAXES (0.2).
WEXLER MP	12/12/05	1.10	REVIEW ENVIRONMENTAL MEMO RE ABILITY TO LIEN PROPERTY FOR WORK PERFORMED BY HALEY & ALDRICH AND CONSIDER STRATEGY FOR DEALING WITH SAME (1.1).
WEXLER MP	12/14/05	1.10	REVIEW AND COMMENT ON PROPOSED AGENDA FOR 12/15 REAL ESTATE MEETING (0.3) AND FOLLOW UP ON ITEMS TO BE RESOLVED FROM LAST MEETING (0.6); TELECONFERENCE WITH C. COMERFORD AND J. BEAUDOEN RE SAME (0.2).
WEXLER MP	12/15/05	4.70	PREPARE FOR (0.8) AND PARTICIPATE IN TELECONFERENCE WITH DELPHI REAL ESTATE AND FACILITIES SERVICES TEAM (2.5) AND FOLLOW UP ON ITEMS DISCUSSED (1.2); CONSIDER ITEMS FOR AGENDA FOR 12/16 SENIOR STRATEGY MEETING (0.2).
WEXLER MP	12/16/05	3.10	PARTICIPATE IN SENIOR STRATEGY TELECONFERENCE RE REAL ESTATE AND OTHER MATTERS (1.4); FOLLOW UP ON ABILITY TO DONATE PROPERTIES AND POSSIBLE AUTHORITY THEREFOR, INCLUDING REVIEW OF HUMAN CAPITAL MOTION AND ORDER (1.6); TELECONFERENCE WITH K. BERLIN RE HALEY & ALDRICH POTENTIAL MECHANICS LIENS (0.1).
WEXLER MP	12/20/05	0.90	REVIEW POSSIBILITIES AND STRATEGY FOR PAYMENT OF HALEY & ALDRICH PREPETITION CLAIMS (0.3); FOLLOW UP TELECONFERENCE WITH K. BERLIN RE SAME (0.2); FOLLOW UP ON POTENTIAL LAND DONATIONS AND INFORMATION REQUIRED IN CONNECTION WITH SAME (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WEXLER MP	12/21/05	0.90	REVIEW REVISED MEMO RE ABILITY TO OBTAIN MECHANICS' LIENS FOR HALEY & ALDRICH WORK (0.9).
WEXLER MP	12/29/05	0.20	REVIEW AND COMMENT ON PROPOSED AGENDA FOR SENIOR STRATEGY MEETING AND SCHEDULE FOR NEXT WEEK (0.2).
		15.50	
<b>Total Partner</b>		15.50	
DANZ CE	12/01/05	1.40	REVIEW OF REVISED JLL ORDER AND CIRCULATED THE SAME TO J. BECKER AND COUNSEL FOR APPROVAL (0.4), COMMUNICATION WITH D. MONTGOMERY FROM JLL (0.3), REVISIONS TO FORM ENVIRONMENTAL LETTER (0.7).
DANZ CE	12/02/05	1.20	DRAFTED COMMITTEE PRESENTATION RE STATUS OF OWNED PROPERTY (0.5), FOLLOW UP ON HALEY & ALDRIDGE CLAIMS (0.4), COMMUNICATIONS WITH J. BEAUDOEN (0.3).
DANZ CE	12/05/05	1.30	CHANGES TO THE FORM ENVIRONMENTAL PERMIT LETTER AND DISTRIBUTION TO J. BEAUDOEN AND J. JAFFURS (0.7), ATTENTION TO NOTICES OF MECHANICS' LIENS AND COORDINATION WITH M. HALL (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DANZ CE	12/06/05	1.70	CONTINUED DRAFTING AND REVISED FORM LETTER FOR ALL RESPONSES RELATING TO PRE AND POSTPETITION REAL ESTATE OBLIGATIONS AND CIRCULATED THE SAME (1.3), INQUIRY RE ON THE NUMBER OF REAL ESTATE SITES VS. PLANTS (0.4).
DANZ CE	12/08/05	2.20	CONTINUED FOLLOW UP ON POST REJECTION LEASE OBLIGATIONS IN THE SECOND CIRCUIT AND DRAFTED SHORT SUMMARY OF ENVIRONMENTAL ISSUES (1.6), FOLLOW UP WITH J. BEAUDOEN AND M. KAMISCHKE RE REAL PROPERTY COUNTS INQUIRY (0.4), COMMUNICATION WITH R. JAYNER (0.2).
DANZ CE	12/12/05	1.20	FINALIZED REJECTION LEASE OBLIGATIONS MEMO AND DISTRIBUTED THE SAME (0.4), DRAFTED RESPONSE TO C. HITCHCOCK EMAIL (0.8).
DANZ CE	12/15/05	0.70	PARTICIPATION IN REAL ESTATE CALL WITH COMPANY TO DISCUSS OWNED REAL PROPERTY ISSUES AND RELATED FOLLOW UP (0.7).
DANZ CE	12/19/05	0.40	FORWARDED MECHANICS LIEN TO M. HALL (0.4).
		<b>10.10</b>	
<b>Total Associate</b>		<b>10.10</b>	
<b>TOTAL TIME</b>		<b><u>25.60</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Real Estate (Owned)**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	8.00
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$8.00</b>
Messengers/ Courier	12/05/05	Dist Serv/Mail/Page, D	9.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$9.00</b>
Wireless - Mobile/Cellular/Pager	12/21/05	Wexler MP	18.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$18.00</b>
		<b>TOTAL MATTER</b>	<b>\$35.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Real Estate (Owned)**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
WEXLER MP	01/06/06	1.30	PARTICIPATE IN SENIOR STRATEGY TELECONFERENCE RE REAL ESTATE AND OTHER MATTERS (1.3).
WEXLER MP	01/11/06	0.40	REVIEW ISSUES RE PAYMENT OF REAL AND PERSONAL PROPERTY TAXES IN HOWARD COUNTY INDIANA AND METHOD FOR PRORATING THEM (0.4).
WEXLER MP	01/12/06	1.10	REVIEW ISSUES AND PRIOR CORRESPONDENCE WITH CLIENT IN CONNECTION WITH PAYMENT OF REAL ESTATE AND PERSONAL PROPERTY TAXES FOR HOWARD COUNTY INDIANA PROPERTY (0.4); PARTICIPATE IN STRATEGY SESSION RE SAME (0.4); REVIEW OUTCOME OF DISCUSSION WITH HOWARD COUNTY ATTORNEY (0.2); REVIEW ITEMS FOR SENIOR STRATEGY TELECONFERENCE AND AGENDA (0.1).
WEXLER MP	01/19/06	0.20	REVIEW POSSIBLE AGENDA ITEMS FOR SENIOR STRATEGY SESSION (0.2).
WEXLER MP	01/20/06	0.90	PARTICIPATE IN SENIOR STRATEGY TELECONFERENCE RE REAL ESTATE AND OTHER MATTERS (0.9).
WEXLER MP	01/26/06	0.30	CONSIDER ITEMS TO BE PLACED ON AGENDA FOR SENIOR STRATEGY SESSION AND REVIEW SAME (0.3).
WEXLER MP	01/27/06	1.00	PARTICIPATE IN SENIOR STRATEGY TELECONFERENCE RE REAL ESTATE AND OTHER MATTERS (1.0).
		5.20	
<b>Total Partner</b>		5.20	
DANZ CE	01/03/06	0.90	ATTENTION TO LAND DONATION ISSUES AND REVIEW OF RELATED DOCUMENTS (0.9).
DANZ CE	01/04/06	2.50	REVISIONS TO THE BURTON SALES NOTICE, ATTENTION TO COORDINATING SERVICE AND PREPARING EXHIBITS (1.3); COMMUNICATION WITH FTI RE THE BURTON SALE (0.6); NUMEROUS COMMUNICATION WITH C. HITCHCOCK, C. COMERFORD AND J. BEAUDOEN (0.6).
DANZ CE	01/05/06	1.60	ATTENTION TO LAND DONATION ISSUE (0.4), COMMUNICATION WITH K. JONES RE JOHNSON CONTROLS ISSUE (0.4), REVIEW OF INCOMING DISTRIBUTIONS (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DANZ CE	01/06/06	0.60	COMMUNICATION TO DE BARTOLO RE BURTON, MI AND FOLLOWUP COMMUNICATION WITH VARIOUS INDIVIDUAL (REAL ESTATE GROUP) AT DELPHI (0.6).
DANZ CE	01/11/06	2.30	REVIEW OF ALL PREFILING PRESENTATIONS MADE TO DELPHI (0.9); PREPARATION OF GENERAL REAL ESTATE PRESENTATION RE LEASE REJECTION AND THE LEASE REJECTION PROCEDURES (1.4).
DANZ CE	01/24/06	0.40	ATTENTION TO RECENTLY RECEIVED CORRESPONDENCE (0.4).
DANZ CE	01/31/06	0.70	REVIEWED RECENTLY RECEIVED MAIL RE OWNED PROPERTY ISSUES (0.7).
		9.00	
Total Associate		9.00	
TOTAL TIME		<u>14.20</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Real Estate (Owned)**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Air/Rail Travel - vendor feed	01/05/06	Wexler MP	870.90
Air/Rail Travel - vendor feed	01/05/06	Wexler MP	504.10
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$1,375.00</b>
Out-of-Town Travel	01/05/06	Wexler MP	89.00
Out-of-Town Travel	01/05/06	Wexler MP	89.00
Out-of-Town Travel	01/05/06	Wexler MP	45.00
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$223.00</b>
Out-of-Town Meals	01/05/06	Wexler MP	2.48
Out-of-Town Meals	01/05/06	Wexler MP	2.80
Out-of-Town Meals	01/05/06	Wexler MP	6.72
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$12.00</b>
Outside Research/Internet Services	01/06/06	Pacer Service Center	2.00
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$2.00</b>
Wireless - Mobile/Cellular/Pager	01/25/06	Wexler MP	27.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$27.00</b>
		<b>TOTAL MATTER</b>	<b>\$1,639.00</b>

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
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- and -

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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EXHIBIT D-27  
RETENTION / FEE MATTERS (SASM&F)  
203.8 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Retention /Fee Matters (SASM&F)**

**Bill Date: 12/30/05  
Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/31/05	0.40	TELECONFERENCE WITH R. ROSENBERG RE CREDITORS COMMITTEE DUE DILIGENCE INQUIRIES CONCERNING DELPHI RETENTION MATTERS AND NOVEMBER 4TH HEARING MATTERS (0.4).
BUTLER, JR. J	11/02/05	1.30	DRAFT LETTER TO R. ROSENBERG RE RESPONSE TO CREDITORS COMMITTEE DUE DILIGENCE INQUIRIES RE DELPHI RETENTION MATTERS (1.3).
BUTLER, JR. J	11/04/05	0.30	PREPARE FOR (0.2) AND ATTEND (0.1) ADJOURNED MATTERS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE FINAL SKADDEN RETENTION HEARING.
BUTLER, JR. J	11/25/05	1.20	BEGIN TO WORK ON MONTHLY COMPENSATION PACKAGE FOR OCTOBER, 2005 (1.2).
BUTLER, JR. J	11/26/05	0.70	CONTINUE TO WORK ON MONTHLY COMPENSATION PACKAGE FOR OCTOBER, 2005 (0.7).
		<b>3.90</b>	
<b>Total Partner</b>		<b>3.90</b>	
DE ELIZALDE D	10/20/05	1.50	ANALYSIS OF DISCLOSURE MATERIALS (1.5).
DE ELIZALDE D	10/22/05	0.80	REVIEWED AND REVISED FINAL ORDERS RE APPLICATION (0.8).
DE ELIZALDE D	11/10/05	0.50	SUPERVISED SENDING OUT OF RETENTION QUESTIONNAIRE TO ALL ATTORNEYS AT SKADDEN (0.5).
DE ELIZALDE D	11/17/05	2.30	ANALYSIS OF POTENTIAL DISCLOSURE MATERIALS (2.3).
DE ELIZALDE D	11/19/05	0.50	ANALYSIS OF OBJECTORS FOR DISCLOSURE RESEARCH PURPOSES (0.5).
		<b>5.60</b>	
ZIEGLER VE	11/16/05	2.40	WORK ON SKADDEN DISCLOSURE MATTERS (2.4).
ZIEGLER VE	11/28/05	1.00	WORK ON AND EMAIL CORRESPONDENCE RE PRO HAC VICE MOTION (1.0).
		<b>3.40</b>	
<b>Total Associate</b>		<b>9.00</b>	
LORENZ G	10/25/05	1.70	ASSEMBLE COMPLETE ENTITY LIST FOR DELPHI RETENTION SCREENING QUESTIONNAIRE (1.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

LORENZ G	10/26/05	2.80	ASSEMBLE COMPLETE ENTITY LIST FOR DELPHI RETENTION SCREENING QUESTIONNAIRE (2.8) .
LORENZ G	10/28/05	3.20	CONTINUE WORK ON CONSOLIDATING DISCLOSURE RESULTS LISTS (3.2) .
LORENZ G	10/31/05	2.60	CONTINUE WORK CONSOLIDATING DISCLOSURE RESULTS INTO MASTER LIST (2.6) .
		<b>10.30</b>	
SALAZAR AG	10/20/05	0.50	INITIATE BANKRUPTCY RETENTION SCREENING QUESTIONNAIRE PROCESS (0.5) .
SALAZAR AG	10/24/05	2.80	PREPARE FORMS FOR BANKRUPTCY RETENTION SCREENING QUESTIONNAIRE (2.8) .
SALAZAR AG	11/10/05	0.90	COORDINATE PRODUCTION OF BRSQ FORMS (0.9) .
SALAZAR AG	11/15/05	1.80	REVIEW BANKRUPTCY RETENTION SCREENING QUESTIONNAIRES AND LOG RESPONSES (1.8) .
SALAZAR AG	11/16/05	0.50	RECORD RESPONSES TO BRSQ FORMS (0.5) .
SALAZAR AG	11/17/05	7.50	RECORD RESPONSES OF RETENTION QUESTIONNAIRE RECEIVED (7.5) .
SALAZAR AG	11/21/05	5.10	RECORD RESPONSES FROM BANKRUPTCY RETENTION SCREENING QUESTIONNAIRES RECEIVED (5.1) .
		<b>19.10</b>	
SHAHANI A	11/16/05	2.00	ASSEMBLE FOR ATTORNEY REVIEW THE ANSWERS TO MEMORANDUM RE BANKRUPTCY RETENTION SCREENING QUESTIONNAIRE (2.0) .
SHAHANI A	11/17/05	5.90	ASSEMBLE FOR ATTORNEY REVIEW THE BANKRUPTCY RETENTION SCREENING QUESTIONNAIRE (5.9) .
SHAHANI A	11/18/05	3.90	ASSEMBLE FOR ATTORNEY REVIEW THE BANKRUPTCY QUESTION SCREENING QUESTIONNAIRE (3.9) .
		<b>11.80</b>	
ZSOLDOS AF	10/12/05	0.50	ORGANIZE MOST RECENT DISCLOSURE RESULTS (0.5) .
ZSOLDOS AF	10/28/05	5.60	ORGANIZE DISCLOSURE RESULTS AND CHARTS (5.6) .
ZSOLDOS AF	10/31/05	2.40	CONTINUE REVISIONS TO DISCLOSURE CHARTS (2.4) .
ZSOLDOS AF	11/01/05	2.20	CONTINUE ASSIGNMENT OF COMBINING AND EDITING DISCLOSURE CHARTS (2.2) .

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	11/21/05	2.60	ORGANIZE DISCLOSURE RESULTS (1.8); CHECK OBJECTION PARTIES VS THOSE ALREADY SUBMITTED FOR DISCLOSURE (0.8) .
ZSOLDOS AF	11/22/05	1.00	SUBMIT OBJECTING PARTIES FOR DISCLOSURE AND UPDATE MASTER INDEX (1.0) .
ZSOLDOS AF	11/27/05	1.60	COMPARE NEWLY OBJECTION PARTIES AGAINST LIST OF THOSE ALREADY RUN FOR DISCLOSURE (0.7); UPDATE MATER DISCLOSURE INDEX (0.4); RUN DISCLOSURE ON NEWLY OBJECTING PARTIES (0.5); .
		<b>15.90</b>	
<b>Total Legal Assistant</b>		<b>57.10</b>	
ROMAN JJ	11/17/05	1.70	ASSIST WITH REVIEW OF RETENTION QUESTIONNAIRE ATTORNEY RESPONSES (1.7) .
ROMAN JJ	11/25/05	1.10	CONTINUED REVIEW OF RETENTION QUESTIONNAIRES' ATTORNEY RESPONSES (1.1) .
ROMAN JJ	11/30/05	0.70	WORK ON REVIEW AND LOGGING OF ATTORNEY RESPONSES TO SCREENING RETENTION QUESTIONNAIRES (0.7) .
		<b>3.50</b>	
<b>Total Legal Assistant Support</b>		<b>3.50</b>	
<b>TOTAL TIME</b>		<b><u>73.50</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Retention /Fee Matters (SASM&F)**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	11/23/05	Telecommunications, D	0.96
Telephone Expense	11/23/05	Telecommunications, D	1.75
Telephone Expense	11/23/05	Telecommunications, D	0.28
Telephone Expense	11/23/05	Telecommunications, D	0.01
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$3.00</b>
Reproduction - color	11/29/05	Copy Center, D	1.00
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$1.00</b>
		<b>TOTAL MATTER</b>	<b>\$4.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Retention /Fee Matters (SASM&F)**

**Bill Date: 01/31/06  
Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	12/17/05	1.30	CONTINUE TO REVIEW AND REVISE MONTHLY COMPENSATION PACKAGE (1.3).
BUTLER, JR. J	12/30/05	1.40	CONTINUE TO REVIEW AND REVISE MONTHLY COMPENSATION PACKAGE THROUGH NOVEMBER 30, 2005 (1.4).
		2.70	
<b>Total Partner</b>		2.70	
SALAZAR AG	12/02/05	4.00	RECORD ALL BRSQ RESPONSES RECEIVED (4.0).
SALAZAR AG	12/05/05	0.40	UPDATE RESPONSES RECEIVED FROM BANKRUPTCY RETENTION SCREENING QUESTIONNAIRE (0.4).
SALAZAR AG	12/06/05	1.60	UPDATE CHART WITH RETENTION RESPONSES RECEIVED AND PREPARE TO SEND SECOND REQUEST (1.6).
SALAZAR AG	12/08/05	1.20	SEND OUT SECOND REQUEST AND LOG RESPONSES RECEIVED (1.2).
SALAZAR AG	12/09/05	2.00	UPDATE CHART WITH RESPONSES TO RETENTION QUESTIONNAIRE RECEIVED (2.0).
SALAZAR AG	12/13/05	1.90	UPDATE CHART WITH RETENTION QUESTIONNAIRE RESPONSES RECEIVED (1.9).
SALAZAR AG	12/14/05	0.50	UPDATE CHART WITH RETENTION QUESTIONNAIRE RESPONSES RECEIVED (0.5).
SALAZAR AG	12/16/05	1.40	UPDATE CHART ON RETENTION QUESTIONNAIRE RESPONSES RECEIVED (1.4).
SALAZAR AG	12/20/05	0.80	REVIEW AND UPDATE CHART OF SCREENING QUESTIONNAIRE RESPONSES RECEIVED (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	12/21/05	1.00	REVIEW AND UPDATE CHART OF SCREENING QUESTIONNAIRES RECEIVED (1.0).
SALAZAR AG	12/30/05	1.00	REVIEW RESPONSES TO SCREENING QUESTIONNAIRE RECEIVED AND UPDATE CHART (1.0).
		<b>15.80</b>	
ZSOLDOS AF	12/15/05	1.10	CHECK NEWLY OBJECTING PARTIES FOR DISCLOSURE (0.8); SUBMIT PARTIES FOR DISCLOSURE RESEARCH (0.3).
ZSOLDOS AF	12/21/05	4.20	CHECK ENTIRE DELPHI DOCKET FOR ALL PARTIES FILING OBJECTIONS OR MOTIONS ADVERSE TO DELPHI FOR DISCLOSURE RESEARCH (4.2).
		<b>5.30</b>	
<b>Total Legal Assistant</b>		<b>21.10</b>	
<b>TOTAL TIME</b>		<b><u>23.80</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Retention /Fee Matters (SASM&F)

Bill Date: 02/28/06  
Bill Number: 1108418

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	01/05/06	0.80	BEGIN TO REVIEW YEAR-END 2006 MONTHLY COMPENSATION PACKAGES (0.8).
BUTLER, JR. J	01/07/06	1.30	CONTINUE TO WORK ON MONTHLY COMPENSATION PACKAGE THROUGH NOVEMBER 2005 (1.3).
BUTLER, JR. J	01/08/06	2.80	CONTINUE TO WORK ON MONTHLY COMPENSATION PACKAGE THROUGH DECEMBER 2005 (2.8).
BUTLER, JR. J	01/09/06	2.70	CONTINUE TO WORK ON MONTHLY COMPENSATION PACKAGE THROUGH NOVEMBER 2005 (2.7).
BUTLER, JR. J	01/11/06	1.90	CONTINUE TO WORK ON MONTHLY COMPENSATION PACKAGES THROUGH DECEMBER 2005 (1.9).
BUTLER, JR. J	01/17/06	0.70	REVIEW AND FINALIZE OCTOBER AND NOVEMBER COMPENSATION PACKAGE (0.4); DRAFT TRANSMITTAL LETTER (0.3).
BUTLER, JR. J	01/25/06	1.30	CONTINUE TO REVIEW AND REVISE DECEMBER COMPENSATION PACKAGE (1.3).
BUTLER, JR. J	01/26/06	0.90	CONTINUE TO REVIEW AND REVISE DECEMBER COMPENSATION PACKAGE (0.9).
BUTLER, JR. J	01/29/06	1.20	CONTINUE TO REVIEW AND REVISE DECEMBER COMPENSATION PACKAGE (1.2).
		<b>13.60</b>	
<b>Total Partner</b>		<b>13.60</b>	
MATZ TJ	01/24/06	0.40	WORK ON REVIEW FOR POTENTIAL DISCLOSURE (0.4).
MATZ TJ	01/26/06	0.80	CONTINUING WORK ON SUPPLEMENTAL DISCLOSURE CHECK (0.8).
		<b>1.20</b>	
<b>Total Counsel</b>		<b>1.20</b>	
DE ELIZALDE D	01/10/06	1.90	ANALYSIS OF DISCLOSURE REVIEW (1.9).
DE ELIZALDE D	01/12/06	1.50	ANALYSIS OF DISCLOSURE REVIEW (1.5).
DE ELIZALDE D	01/17/06	1.90	REVIEWED AND REVISED SUPPLEMENTAL AFFIDAVIT (1.9).
DE ELIZALDE D	01/19/06	3.90	REVIEW UPDATED LIST OF PARTIES-IN-INTERESTS FOR DISCLOSURE REVIEW ((0.8); REVIEW PRECEDENTS RE SUPPLEMENTAL AFFIDAVIT (1.2); REVIEWED AND REVISED FIRST DRAFT OF SUPPLEMENTAL AFFIDAVIT (1.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	01/26/06	2.80	SUPERVISED DISCLOSURE REVIEW (2.8).
DE ELIZALDE D	01/27/06	1.20	ANALYSIS RE DISCLOSURE REVIEW(1.2).
DE ELIZALDE D	01/31/06	2.30	REVIEWED LIST OF ENTITIES FOR DISCLOSURE REVIEW (0.9); ANALYSIS OF DISCLOSURE REVIEW(1.4).
		15.50	
ZALTZMAN H*	01/04/06	2.00	REVIEW DISCLOSURE CHECKS THROUGHOUT DAY FOR SUPPLEMENTAL AFFIDAVIT (2.0).
ZALTZMAN H*	01/05/06	5.70	DISCLOSURE REVIEW THROUGHOUT DAY IN PREPARATION FOR SUPPLEMENTAL AFFIDAVIT (5.7).
ZALTZMAN H*	01/06/06	3.80	DISCLOSURE CHECK RE SECOND SUPPLEMENTAL AFFIDAVIT (3.8).
ZALTZMAN H*	01/08/06	4.20	FINALIZE DISCLOSURE CLEARANCE LISTS FOR SUPP. AFFIDAVIT (4.2).
ZALTZMAN H*	01/09/06	1.20	CONTINUE CHECKING DISCLOSURE MATERIALS AND UPDATING CONFLICT LIST FOR SUPPLEMENTAL AFFIDAVIT (1.2).
ZALTZMAN H*	01/11/06	0.40	CONTINUE DISCLOSURE CHECK FOR SUPP. AFFIDAVIT (0.4).
ZALTZMAN H*	01/13/06	3.20	CONTINUE DISCLOSURE CHECK FOR PREPARATION OF SUPP. AFFIDAVIT (3.2).
ZALTZMAN H*	01/16/06	1.40	PREPARE UPDATED BACKGROUND SECTION FOR REVIEW (0.1); LOOK UP SKADDEN RETENTION ENGAGEMENT LETTER INFORMATION (0.1); DRAFT SUPPLEMENTAL AFFIDAVIT (1.2).
ZALTZMAN H*	01/18/06	0.50	UPDATE DISCLOSURE LIST DOCUMENT FOR SUPPLEMENTAL AFFIDAVIT (0.5).
ZALTZMAN H*	01/19/06	0.10	UPDATE DISCLOSURE RIDER DOCUMENT BASED ON DISCLOSURE CHECK RE LIST #3 (0.1).
ZALTZMAN H*	01/20/06	0.10	CONTINUE DRAFTING /EDITING OF SUPPLEMENTAL AFFIDAVIT (0.1).
ZALTZMAN H*	01/23/06	0.90	CONTINUE DRAFTING/EDITING OF SUPPLEMENTAL AFFIDAVIT (0.1); SEARCH FOR PRECEDENT RE DISCLOSURE USED FOR 2002 NOTICE LIST (0.8).
ZALTZMAN H*	01/25/06	1.00	CONTINUE REVIEW OF NEW DISCLOSURE RESEARCH (1.0).
ZALTZMAN H*	01/26/06	1.60	CONTINUE DISCLOSURE REVIEW FOR SUPP. AFFIDAVIT (0.4); REVIEW DISCLOSURE RESEARCH WITH COLLEAGUES (1.2).
		26.10	
<b>Total Associate/Law Clerk</b>		<b>41.60</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DEMMA J	01/04/06	1.30	PREPARE MATERIALS RE SUPPLEMENTAL AFFIDAVITS FOR ATTORNEY USE (1.3).
		1.30	
NOWICKI JA	01/17/06	8.80	ASSISTED WITH FINALIZING MONTHLY COMPENSATION PACKAGES (8.8).
		8.80	
SALAZAR AG	01/03/06	2.20	UPDATE RESPONSES RECEIVED FROM SCREENING QUESTIONNAIRE (0.2); PREPARE AND CREATE THIRD REQUEST OF QUESTIONNAIRE (2.0).
SALAZAR AG	01/04/06	1.10	COORDINATE PRODUCTION OF BRSQ DOCUMENTS (0.6); COORDINATE DISTRIBUTION OF BRSQ MATERIALS (0.5).
SALAZAR AG	01/05/06	0.50	COLLECT, REVIEW AND UPDATE CHART OF NEWLY RECEIVED SCREENING QUESTIONNAIRES (0.5).
SALAZAR AG	01/09/06	0.50	REVIEW RESPONSES RECEIVED AND UPDATE CHART FOR RETENTION (0.5).
SALAZAR AG	01/10/06	1.20	REVIEW AND UPDATE CHART WITH RETENTION QUESTIONNAIRES RECEIVED (1.2).
SALAZAR AG	01/18/06	0.80	REVIEW AND UPDATE CHARTS ON SCREENING QUESTIONNAIRE RESPONSES RECEIVED (0.8).
SALAZAR AG	01/19/06	2.90	COORDINATE AND PREPARE FOURTH REQUEST FOR THE BANKRUPTCY SCREENING QUESTIONNAIRE (2.9).
SALAZAR AG	01/24/06	1.80	REVIEW SCREENING QUESTIONNAIRE AND UPDATE CHART WITH RESPONSES RECEIVED (1.1); SEARCH DOCKETS FOR PRECEDENT FEE APPLICATIONS (0.7).
SALAZAR AG	01/31/06	0.70	REVIEW BRSQ RESPONSES RECEIVED AND UPDATE ANALYSIS CHART (0.7).
		11.70	
ZSOLDOS AF	01/09/06	0.70	DISCLOSURE RESEARCH - SEND LISTS TO H. ZALTZMAN, SEARCH FOR NEW PARTIES (0.7).
ZSOLDOS AF	01/10/06	4.00	SUBMIT NEW ENTITIES FOR DISCLOSURE RESEARCH AFTER CHECKING AGAINST THE DOCKET AND THOSE RUN (4.0).
ZSOLDOS AF	01/15/06	1.50	UPDATE MASTER DISCLOSURE LIST (0.2); CHECK OBJECTING PARTIES ON DOCKET VERSUS MASTER LIST (1.3).
ZSOLDOS AF	01/17/06	2.80	CHECKING DISCLOSURE SUMMARIES FOR LISTS NOT INCLUDED AND CONSISTENCY (2.1); ORGANIZE NEW RESULTS (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZSOLDOS AF	01/24/06	1.40	CHECK NEW DISCLOSURE RESEARCH VS. THOSE ALREADY SUBMITTED FOR DUPLICATES (1.4).
ZSOLDOS AF	01/25/06	6.90	ATTAIN COMPLETE BUSINESS NAMES OF ENTITIES AND PREPARE FOR SUBMISSION OF SUPPLEMENTAL LISTS FOR DISCLOSURE RESEARCH (6.9).
ZSOLDOS AF	01/26/06	7.30	PREPARE SUPPLEMENTAL SUBMISSION (1.9); PRINT NEWEST DISCLOSURE RESULTS AND ORGANIZE (0.4); DISCLOSURE ANALYSIS ENTRY ONTO MAIN CHARTS (5.0).
ZSOLDOS AF	01/27/06	6.80	DISCLOSURE RESEARCH ANALYSIS ENTRY INTO CHARTS (6.8).
ZSOLDOS AF	01/30/06	2.90	DISCLOSURE RESEARCH ANALYSIS ENTRY INTO CHART (2.9).
		<b>34.30</b>	
<b>Total Legal Assistant</b>		<b>56.10</b>	
<b>TOTAL TIME</b>		<b><u>112.50</u></b>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Retention /Fee Matters (SASM&F)**

**Bill Date: 02/28/06  
Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	01/20/06	Copy Center, D	0.20
In-house Reproduction	01/20/06	Copy Center, D	1,075.53
In-house Reproduction	01/24/06	Copy Center, D	122.27
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$1,198.00</b>
Telephone Expense	01/27/06	Telecommunications, D	0.88
Telephone Expense	01/27/06	Telecommunications, D	1.09
Telephone Expense	01/27/06	Telecommunications, D	0.03
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$2.00</b>
Messengers/ Courier	01/04/06	Dist Serv/Mail/Page, D	6.13
Messengers/ Courier	01/04/06	Dist Serv/Mail/Page, D	6.13
Messengers/ Courier	01/18/06	Dist Serv/Mail/Page, D	11.74
Messengers/ Courier	01/18/06	Dist Serv/Mail/Page, D	11.74
Messengers/ Courier	01/18/06	Dist Serv/Mail/Page, D	11.74
Messengers/ Courier	01/21/06	AirNet Systems, Inc.	116.60
Messengers/ Courier	01/22/06	Comet Messenger Service	18.68
Messengers/ Courier	01/22/06	Arrow Messenger Svc	35.12
Messengers/ Courier	01/22/06	Arrow Messenger Svc	35.12
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$253.00</b>
Outside Research/Internet Services	01/06/06	Pacer Service Center	14.00
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$14.00</b>
		<b>TOTAL MATTER</b>	<b>\$1,467.00</b>

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- and -

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<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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EXHIBIT D-28  
ASSET DISPOSITIONS (REAL PROPERTY)  
63.8 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Assets Dispositions (Real Property)

Bill Date: 12/30/05  
Bill Number: 1091378

NAME	DATE	HOURS	DESCRIPTION
WEXLER MP	10/18/05	0.50	REVIEW QUESTIONS RAISED BY J. JAFFURS RE JLL AGREEMENT AND OTHER ISSUES AND SCHEDULE FOR PROPOSED MEETING (0.3); REVIEW QUESTIONS ON OPUS WEST AGREEMENT (0.2).
WEXLER MP	10/25/05	0.80	REVIEW SPECIFICS OF OPUS WEST TRANSACTION TO SELL CERTAIN PLANTS AND ISSUES IN CONNECTION THEREWITH (0.8).
WEXLER MP	10/27/05	0.60	REVIEW SPECIFIC PROPERTY SALES PROPOSED BY COMPANY AND DETAILS THEREOF (0.6).
WEXLER MP	11/01/05	2.20	TELECONFERENCE WITH J. JAFFURS, J. BEAUDOEN, SOKOL AND K. JONES RE SALE OF OPUS WEST PROPERTY AND OPTIONS FOR SAME AND RELATED REAL ESTATE QUESTIONS (1.4); RESPOND TO INQUIRIES RE POTENTIAL SALES OF DELPHI PROPERTIES (0.4); REVIEW DE MINIMUS SALE ORDER AND DISCUSS WITH J. BEAUDOEN AND J. JAFFURS (0.4).
WEXLER MP	11/02/05	0.30	RESPOND TO ISSUES RAISED BY ATTORNEY FOR OPUS WEST RE SALE OF ANAHEIM PLANT (0.3).
WEXLER MP	11/07/05	0.60	FOLLOW UP ON QUESTIONS FROM OPUS WEST ATTORNEY ON SALE OF ANAHEIM PLANT (0.3) AND DISCUSS ON TELECONFERENCES WITH J. JAFFURS AND J. BEAUDOEN (0.3).
WEXLER MP	11/14/05	0.20	FOLLOW UP ON REQUIREMENTS FOR FILING OF NOTICE OF DE MINIMUS SALE OF FOLEY PROPERTY (0.2).
WEXLER MP	11/15/05	2.20	PARTICIPATE IN REAL ESTATE WORKING GROUP MEETING TO DISCUSS REAL ESTATE DISPOSITION STRATEGY, INCLUDING STRATEGY FOR SALES OF CERTAIN PLANTS, BURTON MICHIGAN, CLINTON MISSISSIPPI AND DAYTON OHIO PROPERTIES AND DONATIONS OF PROPERTIES IN MICHIGAN AND INDIANA (2.2).
WEXLER MP	11/16/05	1.90	REVIEW ISSUES AND STRATEGY FOR DEALING WITH OPUS WEST AGREEMENT TO ACQUIRE ANAHEIM AND OLATHE (0.8) AND REVIEW CORRESPONDENCE FROM ATTORNEY FOR PURCHASER (0.2); REVIEW COMPARISON OF BANKRUPTCY BREAK UP FEES IN CONNECTION WITH POSSIBLE MOTION TO APPROVE STANDARD BIDDING PROCEDURES (0.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

WEXLER MP	11/17/05	1.40	TELECONFERENCES WITH C. COMERFORD RE SALE OF BURTON MICHIGAN PROPERTY AND REQUISITE CHANGES TO PURCHASE AGREEMENT (0.4); FOLLOW UP ON STATUS OF SALE OF FOLEY ALABAMA PROPERTY AND NOTICE REQUIREMENTS AND DISCUSS WITH C. COMERFORD (0.2); REVIEW ISSUES RAISED BY OPUS WEST ATTORNEY RE THE SALE OF ANAHEIM PROPERTY AND FOLLOW UP WITH J. BEAUDOEN AND J. JAFFURS ON SAME (0.8).
WEXLER MP	11/18/05	0.30	REVIEW APPROPRIATE PROCEDURES FOR SALE OF ANAHEIM AND OLATHE TO OPUS WEST (0.3).
WEXLER MP	11/21/05	0.20	REVIEW ISSUES IN CONNECTION WITH SALE OF ANAHEIM AND OLATHE PROPERTIES TO OPUS WEST (0.2).
WEXLER MP	11/22/05	1.50	REVIEW WITH K. BERLIN ISSUES RE ENVIRONMENTAL CLEAN-UP PRIOR TO SALES OF PROPERTIES (0.2); REVIEW STRATEGY FOR DEALING WITH OPUS WEST ON THE SALE OF ANAHEIM AND OLATHE (0.5) AND FOLLOW UP J. JAFFURS AND J. BEAUDOEN RE SAME (0.4); REVIEW AND COMMENT ON BROKER'S AFFIDAVIT FOR FOLEY, ALABAMA SALE (0.4).
WEXLER MP	11/23/05	1.20	TELECONFERENCE WITH M. ANDREW RE OPUS WEST PURCHASE OF ANAHEIM AND OLATHE PROPERTIES (0.4) AND FOLLOW UP WITH J. JAFFURS RE SAME (0.3); REVIEW ISSUES RAISED BY EQUIS ON BROKER AFFIDAVIT FOR FOLEY ALABAMA SALE (0.3); FOLLOW UP ON OPEN ISSUES IN CONNECTION WITH SALE OF BURTON PROPERTY (0.2).
WEXLER MP	11/29/05	0.80	REVIEW FOLEY NOTICE OF SALE AND SERVICE PROCEDURES (0.8).
		<b>14.70</b>	
<b>Total Partner</b>		<b>14.70</b>	
DANZ CE	10/18/05	0.40	ATTENTION TO LOGISTICS OF REAL ESTATE STRATEGY MEETING (0.4).
DANZ CE	10/19/05	0.50	CONTINUED ATTENTION TO THE OPUS WEST TRANSACTION (0.5).
DANZ CE	10/26/05	2.00	DISPOSITIONS AND OTHER COMPANY WORK (2.0).
DANZ CE	10/28/05	2.30	TELECONFERENCE WITH C. COMERFORD AND J. BEAUDEON RE CURRENT REAL ESTATE DEALS AND RELATED FOLLOWUP AND REVIEW OF REAL ESTATE CONTRACTS - INCLUDING FOLEY (1.9); REVIEW OF POTENTIAL REAL ESTATE MOTIONS (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DANZ CE	10/31/05	0.20	STRATEGY MEETING TO DISCUSS OUTSTANDING REAL ESTATE ISSUES, JLL CONTRACT (0.2).
DANZ CE	11/01/05	2.10	TELECONFERENCE WITH J. JAFFERS, K. JONES, J. BEAUDOEN AND D. SOLKO RE OPUS WEST CONTRACT AND RELATED FOLLOWUP (1.8); REVIEW OF DOCKET (0.3).
DANZ CE	11/02/05	1.80	TELECONFERENCE WITH M. ANDREW RE OPUS WEST AND THE ASSET PURCHASE AGREEMENT AND UNDERLYING TRANSACTION POST FILING AND RELATED FOLLOWUP WITH THE COMPANY AND REVIEW OF THE PURCHASE AGREEMENT AMENDMENTS (1.4); REVIEW OF RECENT SUMMARY INTERNAL MEMOS FROM J. BEAUDOEN (0.4).
DANZ CE	11/07/05	0.50	TELECONFERENCE WITH M. ANDREWS AND RELATED FOLLOWUP RE OPUS WEST (0.5).
DANZ CE	11/14/05	1.30	REVIEW OF THE DE MINIMIS ASSET SALE ORDER, REVIEW OF FORM NOTICES OF ASSET SALE AND DRAFTED FORM (1.3).
DANZ CE	11/15/05	2.20	PARTICIPATED IN REAL ESTATE STRATEGY MEETING IN TROY, MICHIGAN WITH J. JAFFURS, J. BEAUDOEN, C. COMERFORD, K. JONS, AND D. BICKNELL FROM DELPHI AND PARTICIPATED IN DISCUSSION OF LAND SALES TRANSACTIONS AND PROCESS FOR ALL MARKETED PROPERTY AND CURRENT WORK ON BURTON, MI AND FOLEY, AL TRANSACTIONS, LAND DONATIONS (2.2).
DANZ CE	11/16/05	1.90	REVISED FORM PURCHASE AGREEMENT FOR FUTURE DISPOSITIONS (0.9), REVIEW OF BREAKUP AGREEMENT PRECEDENT (0.3), COMMUNICATION WITH M. ANDERSON AND RELATED FOLLOWUP ON THE OPUS WEST DEAL (0.7).
DANZ CE	11/21/05	3.50	REVIEW OF THE BURTON, MICHIGAN PURCHASE AGREEMENT AND DRAFTED NOTICE OF SALE OF ASSETS (1.0); COMMUNICATION WITH M. ANDREWS RE OPUS WEST TRANSACTION AND RELATED FOLLOWUP (0.8); ATTENTION TO REVIEW OF THE BURTON TITLE POLICY FOR LIEN HOLDERS AND COMMUNICATION WITH C. COMERFORD RE THE SAME (0.5); TELECONFERENCE WITH J. BEAUDOEN RE OPUS WEST (0.4); PREPARATION OF BACKGROUND FOR MEMO ON SALE ISSUES (0.8).
DANZ CE	11/22/05	1.80	ATTENTION TO DEVELOPING STRATEGY RE OPUS WEST SALE AND REVIEW OF CURRENT PURCHASE AGREEMENT (1.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DANZ CE	11/29/05	2.30	REVISED CHANGES TO THE FOLEY NOTICE AND FINAL SIGNOFF (0.7); PREPARED FOLEY NOTICE FOR SERVICE AND SUPERVISED SERVICE (1.2), COMMUNICATION TO J. JAFFERS, J. BEAUDOEN AND C. COMERFORD RE STATUS OF HEARING (0.4).
DANZ CE	11/30/05	1.50	FOLLOWUP ON FILING CERTIFICATES OF SERVICE FOR THE FOLEY NOTICE AND RELATED FOLLOWUP WITH E. GERSHBEIN RE PROOF OF FILING AND POSTING TO THE KCC WEBSITE (0.7), COMMUNICATION WITH J. GUGLIELMO RE THE BUSINESS CASE FOR THE FOLEY SALE AND RELATED FOLLOWUP (0.5), COMMUNICATION WITH J. BEAUDOEN RE THE SAME (0.3).
		<b>24.30</b>	
<b>Total Associate</b>		<b>24.30</b>	
<b>TOTAL TIME</b>		<b><u>39.00</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Assets Dispositions (Real Property)

Bill Date: 01/31/06  
Bill Number: 1092991

NAME	DATE	HOURS	DESCRIPTION
WEXLER MP	12/01/05	0.40	REVIEW CORRESPONDENCE FROM ATTORNEY FOR OPUS WEST RE ANNAHEIM AND OLATHE PROPERTIES (0.2) AND FOLLOW UP CORRESPONDENCE TO CLIENT RE SAME (0.2).
WEXLER MP	12/02/05	0.80	REVIEW REQUEST OF COMMITTEE FINANCIAL ADVISOR RE DE MINIMUS SALES OF BURTON AND CLINTON PROPERTIES AND CORRESPONDENCE FROM CLIENT AND JLL RE RESPONSE THERETO (0.6); REVIEW INFORMATION TO BE PROVIDED TO BOARD AND COMMITTEE RE FOLEY DE MINIMUS SALE (0.2).
WEXLER MP	12/05/05	1.30	FOLLOW UP ON REQUESTS OF CREDITORS' COMMITTEE FINANCIAL ADVISORS CONCERNING VALUATION OF BURTON MICHIGAN PROPERTY AND CORRESPONDENCE WITH COMPANY AND JLL RE SAME (0.6); TELECONFERENCES WITH C. COMERFORD, J. BEAUDOEN AND K. JONES RE STRATEGY FOR RESPONDING TO OPUS WEST TO TERMINATE/REJECT CONTRACT AND RETURN EARNEST MONEY (0.4) AND FOLLOW UP ON SAME (0.3).
WEXLER MP	12/06/05	0.40	REVIEW REQUEST OF TITLE COMPANY FOR COMFORT LETTER ON FOLEY ALABAMA SALE AND STRATEGY FOR DEALING WITH SAME (0.4).
WEXLER MP	12/07/05	0.90	TELECONFERENCES WITH C. COMERFORD RE SALE/CLOSING OF FOLEY ALABAMA PROPERTY AND FOLLOW UP ON SAME (0.3); COMMENT ON SLIDE FOR CREDITORS' COMMITTEE RE PROPERTY SALES TO DATE (0.2); REVIEW REQUEST OF TITLE COMPANY RE OBJECTION NOTICES ON FOLEY AND STRATEGY FOR RESPONDING TO SAME (0.4).
WEXLER MP	12/08/05	0.70	REVIEW ISSUES RE OPUS WEST AGREEMENT TO BUY ANNAHEIM AND OLATHE AND ABILITY TO ENFORCE CONTRACT (0.4); FOLLOW UP TELECONFERENCES WITH J. BEAUDOEN RE SAME (0.3).
		4.50	
Total Partner		4.50	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DANZ CE	12/01/05	1.40	COMMUNICATION WITH R. FELETEMEYER RE PROPOSED DISPOSITIONS AND THE FOLEY, ALABAMA TRANSACTION AND RELATED FOLLOW REVIEW OF MATERIALS RE TRANSACTION (0.6); COORDINATED OBTAINING CERTIFIED COPIES OF COURT ORDER FOR UPCOMING CLOSINGS (0.4); REVIEW OF COMMUNICATION FROM M. ANDREWS (0.4).
DANZ CE	12/02/05	1.80	CONTINUED COMMUNICATIONS WITH CONSULTANTS AT FTI RE UPCOMING DISPOSITIONS AND COORDINATION WITH THE COMPANY (0.6); FOLLOW UP ON THE OPUS WEST TERMINATION - REJECTION ISSUE (0.5); DRAFTED COMMITTEE PRESENTATION MATERIALS RE DISPOSITIONS (0.7).
DANZ CE	12/05/05	0.60	DISCUSSION WITH COMPANY'S FINANCIAL CONSULTANTS RE PROPOSED SALE OF ASSETS IN BURTON/FLINT, MICHIGAN (0.6).
DANZ CE	12/06/05	1.00	EVALUATE FOLEY CLOSING ISSUES (1.0).
DANZ CE	12/07/05	1.20	REVIEW FOLEY, AL CLOSING AND COMMUNICATIONS WITH THE TITLE COMPANY RE THE DEBTOR'S AUTHORITY ISSUES (1.2).
DANZ CE	12/08/05	1.30	REVIEW OF THE OPUS WEST CONTRACTS AND RELATED FOLLOW UP (1.3).
DANZ CE	12/15/05	0.60	PARTICIPATION IN REAL ESTATE CONFERENCE CALL DISCUSSING OF THE STATUS OF CURRENT ASSET DISPOSITIONS AND REVIEW OF THE BURTON, MI NOTICE IN FOLLOW UP (0.6).
DANZ CE	12/16/05	0.60	EVALUATE LAND DONATION ISSUE (0.6).
DANZ CE	12/22/05	0.50	REVIEW BURTON, MI NOTICE FOR FILING AND COMMUNICATION WITH C. COMERFORD (0.5).
DANZ CE	12/23/05	0.50	REVIEW OF BURTON, MICHIGAN MATERIALS IN RESPONSE TO REQUEST OF C. COMERFORD AND RELATED FOLLOW UP (0.5).
		<b>9.50</b>	
<b>Total Associate</b>		<b>9.50</b>	
<b>TOTAL TIME</b>		<b><u>14.00</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Assets Dispositions (Real Property)**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	12/19/05	Copy Center, D	1.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$1.00</b>
Telephone Expense	12/29/05	Telecommunications, D	1.20
Telephone Expense	12/29/05	Telecommunications, D	0.14
Telephone Expense	12/29/05	Telecommunications, D	0.66
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$2.00</b>
		<b>TOTAL MATTER</b>	<b>\$3.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Assets Dispositions (Real Property)**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
WEXLER MP	01/04/06	0.80	REVIEW AND COMMENT ON NOTICE TO SELL BURTON MICHIGAN PROPERTY UNDER DE MINIMUS PROCEDURES (0.3); REVIEW SERVICE ISSUES (0.2) AND FACILITATE REVIEW OF ADVISORS (0.3).
WEXLER MP	01/06/06	0.20	REVIEW ISSUES RE APPROPRIATE NOTICE PARTIES ON DE MINIMUS SALES (0.2).
WEXLER MP	01/09/06	0.20	REVIEW AND COMMENT ON LANGUAGE REQUIRED FOR PUBLICATION NOTICE ON SALE OF EMISSION CREDITS (0.2).
WEXLER MP	01/11/06	1.10	REVIEW CORRESPONDENCE FROM COMMITTEE RE NOTICE OF SALE OF BURTON AND CONSIDER RESPONSE TO SAME (0.4); FOLLOW UP ON DETAILS OF SERVICE OF NOTICE TO COMMITTEE (0.2); DRAFT CORRESPONDENCE TO M. BROUDE RE SALE OF BURTON, MICHIGAN PROPERTY AND REVIEW RESPONSE THERETO (0.3); FOLLOW UP ON STATUS OF DISCUSSIONS OF SALE DETAILS BETWEEN FTI AND MESIROW (0.2).
WEXLER MP	01/12/06	0.40	REVIEW STRATEGY FOR DEALING WITH INTEREST IN BURTON PROPERTY (0.2) AND REVIEW CORRESPONDENCE FROM JLL AND CLIENT RE SAME (0.2).
WEXLER MP	01/13/06	0.20	FOLLOW UP ON COMMITTEE RESPONSE TO SALE OF BURTON AND CORRESPONDENCE WITH M. BROUDE IN CONNECTION THEREWITH (0.2).
WEXLER MP	01/17/06	0.20	REVIEW CORRESPONDENCE FROM COMMITTEE COUNSEL RE APPROVAL OF BURTON MICHIGAN SALE AND FOLLOW UP CORRESPONDENCE WITH CLIENT RE SAME (0.2).
WEXLER MP	01/20/06	0.60	REVIEW ISSUES RE TRANSFER OF NEW BRUNSWICK, NEW JERSEY FACILITY AND PROCEDURES TO BE FOLLOWED (0.6).
WEXLER MP	01/24/06	0.10	REVIEW AND COMMENT ON BOARD AND COMMITTEE PRESENTATIONS ON SALE OF BURTON PROPERTY (0.1).
WEXLER MP	01/30/06	0.60	CORRESPONDENCE WITH C. HITCHCOCK RE PROPERTY DONATIONS (0.2) AND FOLLOW UP ON ISSUES TO BE RESOLVED IN CONNECTION THEREWITH (0.4).
		4.40	
<b>Total Partner</b>		<b>4.40</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DANZ CE	01/06/06	0.90	COMMUNICATION WITH C. COMERFORD RE OUTSTANDING BURTON ISSUES AND OTHER RELATED ISSUES (0.6), ATTENTION TO SERVICE ISSUES (0.3).
DANZ CE	01/09/06	0.50	TELECONFERENCE RE LANGUAGE FOR PUBLISHED NOTICE RE SALE (0.5).
DANZ CE	01/11/06	2.00	ATTENTION TO THE SERVICE ISSUE AS TO BURTON, MI INCLUDING COMMUNICATIONS WITH E. GERSHBEIN, K. MARAFOTI RE LETTER CONTENTING PROPER SERVICE (0.6); COMMUNICATION WITH J. GUGLIELMO RE BURTON AND RELATED FOLLOWUP DISCUSSIONS WITH C. COMERFORD AND C. HITCHCOCK (1.4).
DANZ CE	01/12/06	0.90	EXTENSIVE COMMUNICATIONS WITH C. COMERFORD AND C. HITCHCOCK RE BURTON AND POTENTIALLY INTERESTED PARTY (0.9).
DANZ CE	01/17/06	0.80	ASSISTANCE WITH LANGUAGE RE DE MINIMIS ASSET SALES FOR PURCHASE AGREEMENTS (0.4); ATTENTION TO THE BURTON, MICHIGAN SALE (0.4).
DANZ CE	01/20/06	0.50	ATTENTION TO ENVIRONMENTAL ISSUES FOR NEW BRUNSWICK (0.5).
DANZ CE	01/23/06	0.80	PREPARED SUMMARY OF SALE FOR PRESENTATION TO THE COMMITTEE AND REVISED THE DOCUMENTS (0.8).
		6.40	
Total Associate		6.40	
TOTAL TIME		<u>10.80</u>	

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Debtors and Debtors-in-Possession

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<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-29  
CLAIMS ADMIN. (GENERAL)  
83.5 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Claims Admin. (General)

Bill Date: 12/30/05  
Bill Number: 1091378

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	11/02/05	0.60	TELECONFERENCES FROM VARIOUS CREDITORS RE NOTICES AND POTENTIAL CLAIMS (0.6).
MATZ TJ	11/14/05	0.50	TELECONFERENCES AND CORRESPONDENCE RE PROOFS OF CLAIM AND FILING OF SAME (0.5).
MATZ TJ	11/21/05	2.90	WORKING ON 11/29 AGENDA (0.4); TELECONFERENCES WITH CHAMBERS RE SAME AND 12/16 DATE OR ADDITIONAL MOTIONS (0.4); PARTICIPATING IN TEAM CONFERENCE CALL RE OUTSTANDING MATTERS AND PREPARATION FOR 11/29 OMNIBUS HEARING (0.9); WORKING ON PROFFERS AND SCRIPTS FOR 11/29 HEARING (1.2).
MATZ TJ	11/22/05	0.40	TELECONFERENCE WITH MESSIROW FINANCIAL RE SETOFF REVIEW, RECONCILIATION OF CLAIMS AND PROCESS (0.4).
		4.40	
<b>Total Counsel</b>		4.40	
DE ELIZALDE D	10/14/05	2.80	TELECONFERENCES AND/OR EMAILS WITH SEVERAL CREDITORS/SHAREHOLDERS RE MESSAGES LEFT IN THE HOTLINE (2.8).
DE ELIZALDE D	11/30/05	0.50	DEALT WITH CREDITOR REQUESTING PAPER NOTICE OF ALL FILINGS (0.5).
		3.30	
MEISLER RE	10/19/05	1.00	REVIEWED AND RESEARCHED ESCHEAT LAWS AND DRAFTED CORRESPONDENCE TO K. CRAFT RE SAME (1.0).
		1.00	
<b>Total Associate</b>		4.30	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DEMMA J	11/07/05	0.80	PREPARE CORRESPONDENCE RE PROOF OF CLAIM (0.8).
DEMMA J	11/08/05	1.70	PREPARE CORRESPONDENCE TO VARIOUS SHAREHOLDERS (0.6); PREPARE MATERIALS RELATING TO CLAIMS AND EQUITY FOR ATTORNEY REVIEW (1.1).
DEMMA J	11/10/05	0.60	TELECONFERENCE WITH VARIOUS PARTIES RE CLAIMS FORMS (0.6).
DEMMA J	11/11/05	4.10	TELECONFERENCE WITH VARIOUS PARTIES RE SHAREHOLDER ISSUES (4.1).
DEMMA J	11/14/05	0.60	TELECONFERENCE WITH VARIOUS CREDITORS RE CLAIMS TRADING NOTICE (0.6).
DEMMA J	11/16/05	1.60	TELECONFERENCE WITH VARIOUS CREDITORS RE CLAIMS (1.6).
		<b>9.40</b>	
SALAZAR AG	11/15/05	1.10	REVIEW PROOF OF CLAIM FORMS (1.1).
		<b>1.10</b>	
<b>Total Legal Assistant</b>		<b>10.50</b>	
<b>TOTAL TIME</b>		<b><u>19.20</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Claims Admin. (General)**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	10/18/05	Copy Center, D	1.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$1.00</b>
Telephone Expense	10/28/05	Telecommunications, D	0.11
Telephone Expense	10/28/05	Telecommunications, D	0.23
Telephone Expense	10/28/05	Telecommunications, D	0.05
Telephone Expense	11/23/05	Telecommunications, D	0.41
Telephone Expense	11/23/05	Telecommunications, D	0.15
Telephone Expense	11/23/05	Telecommunications, D	0.05
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$1.00</b>
Reproduction - color	10/28/05	Copy Center, D	13.00
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$13.00</b>
		<b>TOTAL MATTER</b>	<b>\$15.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Claims Admin. (General)**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
DE ELIZALDE D	12/05/05	0.90	CONFERENCE CALLS WITH SEVERAL CREDITORS RE THEIR CLAIMS (EXPLANATION OF HOW BANKRUPTCY WORKS, PROOFS OF CLAIMS, ETC.) (0.9).
DE ELIZALDE D	12/06/05	1.20	CONFERENCE CALLS WITH SEVERAL CREDITORS RE THEIR CLAIMS (EXPLANATION OF HOW BANKRUPTCY WORKS, PROOFS OF CLAIMS, ETC.) (1.2).
		2.10	
MEISLER RE	12/19/05	0.40	REVIEWED MOTION FILED BY L. WASHINGTON (0.4).
MEISLER RE	12/22/05	0.20	TELECONFERENCE WITH L. WASHINGTON RE CLAIM AND MOTION FILED (0.2).
MEISLER RE	12/27/05	0.50	REVIEW CORRESPONDENCE FROM L. WASHINGTON (0.3); TELECONFERENCE WITH L. WASHINGTON RE SAME (0.2).
		1.10	
STUART NL	12/19/05	2.80	ANALYSIS OF MOTION AND PROOF OF CLAIM FILED BY L. WASHINGTON (2.1); BEGIN DRAFTING OBJECTION/RESPONSE TO SAME (0.7).
		2.80	
<b>Total Associate</b>		<b>6.00</b>	
DEMMA J	12/15/05	1.60	PREPARE LETTER TO STOCKHOLDER RE PROTOCOL FOR FILING A PROOF OF CLAIM (1.6).
		1.60	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	12/14/05	0.70	REVIEW PROOFS OF CLAIM (0.5); CREATE DATABASE AND PREPARE AND SUBMIT CLAIMS FOR UPLOAD (0.2).
SALAZAR AG	12/19/05	0.20	REVIEW PROOF OF CLAIM AND FORWARD TO CLAIMS AGENT (0.2).
SALAZAR AG	12/30/05	0.70	REVIEW PROOFS OF CLAIMS RECEIVED AND PREPARE AND SUBMIT FOR DATABASE UPLOAD (0.7).
		1.60	
<b>Total Legal Assistant</b>		3.20	
RIVERA M	12/15/05	0.80	PREPARE PROOF OF CLAIMS FOR DISTRIBUTION (0.8).
RIVERA M	12/20/05	0.20	PREPARE PROOF OF CLAIMS FOR DISTRIBUTION (0.2).
		1.00	
<b>Total Legal Assistant Support</b>		1.00	
<b>TOTAL TIME</b>		<u><b>10.20</b></u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Claims Admin. (General)**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	12/20/05	Copy Center, D	1.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$1.00</b>
Telephone Expense	12/29/05	Telecommunications, D	2.07
Telephone Expense	12/29/05	Telecommunications, D	3.42
Telephone Expense	12/29/05	Telecommunications, D	0.51
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$6.00</b>
		<b>TOTAL MATTER</b>	<b>\$7.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Claims Admin. (General)

Bill Date: 02/28/06  
Bill Number: 1108418

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	01/12/06	2.40	REVIEW AND REVISE BAR DATE PLEADINGS INCLUDING PUBLICATION NOTICE IN RESPECT THEREOF (2.4).
MATZ TJ	01/15/06	0.80	CONTINUING WORK ON BOARD DATE MOTION (0.8).
MATZ TJ	01/17/06	1.70	REVIEW AND REVISE BAR DATE PLEADING AND NOTICE THEREOF (1.7).
		4.90	
<b>Total Counsel</b>		4.90	
MEISLER RE	01/03/06	0.30	REVIEWED L. WASHINGTON CORRESPONDENCE (0.3).
MEISLER RE	01/04/06	0.30	REVIEWED AND COMMENTED ON LETTER TO L. WASHINGTON (0.3).
MEISLER RE	01/06/06	0.50	TELECONFERENCE WITH J. LE OF KCC RE REGISTERING CLAIMS (0.1); CONTINUED TO REVIEW AND COMMENT ON LETTER TO L. WASHINGTON (0.4).
MEISLER RE	01/26/06	0.30	TELECONFERENCE WITH D. PARSHALL RE SHELBY SETTLEMENT (0.3).
MEISLER RE	01/27/06	0.20	CONFERENCE WITH H. BAER RE SHELBY SETTLEMENT (0.2).
MEISLER RE	01/30/06	0.30	TELECONFERENCE WITH H. BAER RE SETTLEMENT OF DE MINIMIS CLAIM (0.2); FOLLOWED UP WITH COMPANY RE SAME (0.1).
		1.90	
MICHELI MJ	01/07/06	0.60	BEGAN REVIEW OF PRECEDENT RE BAR DATE PLEADINGS (0.6).
MICHELI MJ	01/10/06	1.90	BEGAN REVIEW AND REVISIONS TO BAR DATE MOTION (1.9).
MICHELI MJ	01/11/06	4.50	TELECONFERENCE WITH J. LE RE: BAR DATE MOTION (0.4); REVISIONS TO BAR DATE ORDER (1.9); IN CONNECTION WITH THE BAR DATE PLEADINGS BEGAN RESEARCH RE SDNY PRECEDENT (1.0); BEGAN DRAFTING BAR DATE NOTICE (1.2).
MICHELI MJ	01/12/06	3.60	CONTINUED REVISIONS TO BAR DATE MOTION (0.6); REVISIONS TO BAR DATE ORDER (0.9); REVIEW GUIDELINES FOR SDNY RE BAR DATE PLEADINGS (0.9); BEGAN REVISIONS TO BAR DATE NOTICE (0.9); BEGAN REVIEW OF COMMENTS RECEIVED RE BAR DATE PLEADINGS (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	01/13/06	1.10	CONTINUED REVISIONS TO BAR DATE MOTION (0.3); ORDER (0.4); AND NOTICE (0.4).
MICHELI MJ	01/17/06	3.10	IN CONNECTION WITH CLAIMS SETTLEMENTS, BEGAN RESEARCH RE RELEASES IN BANKRUPTCY (3.1).
MICHELI MJ	01/18/06	0.20	TELECONFERENCE WITH M. BACH RE FILING PROOFS OF CLAIM ON BEHALF OF GE SUPPLY (0.2).
MICHELI MJ	01/19/06	0.20	CORRESPONDENCE WITH J. LE RE BAR DATE MOTION AND ORDER (0.2).
		15.20	
REESE RG	01/03/06	0.50	EVALUATE DOCUMENTS RELATED TO ALLEGED CLAIMS (0.5).
REESE RG	01/04/06	3.50	RESEARCH RE ALLEGED CLAIMS (1.4); DRAFT RESPONSE (0.8); REVIEW ISSUES RE CLAIMS ADMINISTRATION MATTERS (1.3).
REESE RG	01/05/06	0.60	EVALUATE RESPONSE TO ASSERTED CLAIMS (0.6).
REESE RG	01/07/06	2.30	REVIEW MATERIALS RELATED TO CLAIMS ISSUES (2.3).
REESE RG	01/11/06	1.20	EVALUATE CLAIMS RECONCILIATION ISSUES (1.2).
REESE RG	01/12/06	0.90	REVIEW DRAFT PLEADINGS RE CLAIMS ISSUES (0.9).
REESE RG	01/30/06	0.50	ATTENTION TO CLAIM RELATED ISSUES (0.5).
		9.50	
ZALTZMAN H*	01/08/06	0.50	REVIEW BAR DATE PRECEDENT IN PREPARATION FOR DRAFTING BAR DATE MOTION (0.5).
ZALTZMAN H*	01/09/06	3.00	REVIEW PRECEDENT FOR BAR DATE MOTION, NOTICE, AND ORDER (0.8); DRAFT BAR DATE MOTION (2.2).
ZALTZMAN H*	01/11/06	6.00	DRAFT BAR DATE NOTICE OF PROCEDURES (2.2); DISCUSS WITH S. BETANCE FROM KCC RE BAR DATE PLEADINGS (0.4); DRAFT BAR DATE ORDER AND REVIEW ORDER (1.5); REVIEW ENRON PRECEDENT RE GOVERNMENT BAR DATE FOR BAR DATE PLEADINGS (0.5); CHECK BAR DATE PRECEDENT FROM SDNY FOR TIME PARAMETERS OF BAR DATE ORDERS ISSUED IN RECENT CASES (0.4); BEGIN REVIEW OF FOOTNOTES IN BAR DATE PLEADINGS (1.0).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	01/12/06	8.90	REVIEW SDNY RULES/GUIDELINES FOR NOTICE PROVISIONS RE BAR DATE MOTION AND NOTICE (1.0); COMPARE BAR DATE NOTICE OF PROCEDURE TO SDNY COURT PRECEDENT AND REVIEW (0.4); PREPARE NEW VERSION OF NOTICE OF PROCEDURES RE BAR DATE MOTION AND REVIEW DRAFT (1.5); REVIEW NOTICE OF MOTION RE BAR DATE MOTION (0.5); REVIEW PRECEDENT RE REFERENCE FOR CLAIM'S AGENT FOR BAR DATE MOTION (0.2); REVIEWED BAR DATE ORDER AND MAKE APPROPRIATE CHANGES (0.5); MAKE FORMATTING CHANGE TO BAR DATE NOTICE OF PROCEDURE (0.4); DISCUSS BAR DATE PROOF OF CLAIM DELIVERY WITH KCC (0.5); REVISED BAR DATE PLEADINGS (1.0); REVIEW BAR DATE PLEADINGS AND CONTINUE MAKING CHANGES/EDITS (1.8); CONTINUE MARKUP/REVIEW OF BAR DATE MOTION (0.2); CONTINUE MARKUP OF BAR DATE ORDER (0.4); CONTINUE MARKUP OF BAR DATE NOTICE OF PROCEDURE (0.5).
ZALTZMAN H*	01/13/06	1.40	TELECONFERENCE WITH U.S. SOUTHERN DISTRICT CLERK (M. DIAMOND) AND DEXTER GILLIES TO VERIFY ADDRESS FOR BAR DATE MOTION (0.4); CONTINUE REVIEW OF BAR DATE PLEADINGS CONFORMING (0.5); REVIEW DELPHI 10-Q FOR PROPER LANGUAGE FOR INCLUSION IN BAR DATE MOTION (0.5).
ZALTZMAN H*	01/16/06	0.40	PREPARE PLEADINGS FOR REVIEW (0.4).
		20.20	
<b>Total Associate/Law Clerk</b>		<b>46.80</b>	
DEMMA J	01/09/06	2.30	PREPARE PRECEDENT RE BAR DATE FOR ATTORNEY REVIEW (2.3).
DEMMA J	01/10/06	1.70	PREPARE PRECEDENT RE BAR DATE FOR ATTORNEY REVIEW (1.7).
DEMMA J	01/13/06	2.10	RESEARCH MATERIALS RE BAR DATE (2.1).
		6.10	
SALAZAR AG	01/06/06	0.20	SEND COPIES OF PROOFS OF CLAIM TO KCC (0.2).
SALAZAR AG	01/10/06	0.20	SEEK INFORMATION RE CLAIMS DOCKETING CENTER FOR CASE (0.2).
SALAZAR AG	01/19/06	0.90	REVIEW PROOFS OF CLAIM, PREPARE, AND SUBMIT FOR ENTRY IN DATABASE (0.9).
SALAZAR AG	01/26/06	0.30	SEND PROOF OF CLAIM FORMS TO KCC FOR PROCESSING (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	01/31/06	0.20	SEND PROOFS OF CLAIM FOR PROCESSING (0.2).
		1.80	
ZSOLDOS AF	01/31/06	1.80	CORRESPONDENCE WITH ATTORNEYS RE: STATUS, RESEARCH INTO CLAIM STATUS (1.8).
		1.80	
Total Legal Assistant		9.70	
TOTAL TIME		<u>61.40</u>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Claims Admin. (General)

Bill Date: 02/28/06  
Bill Number: 1108418

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	01/26/06	Reese RG	120.00
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$120.00</b>
Telephone Expense	01/27/06	Telecommunications, D	0.45
Telephone Expense	01/27/06	Telecommunications, D	0.54
Telephone Expense	01/27/06	Telecommunications, D	0.01
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$1.00</b>
Westlaw	01/03/06	Stuart NL	85.00
		<b>TOTAL WESTLAW</b>	<b>\$85.00</b>
Wireless - Mobile/Cellular/Pager	01/09/06	Meisler RE	25.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$25.00</b>
		<b>TOTAL MATTER</b>	<b>\$231.00</b>

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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-30  
INTELLECTUAL PROPERTY  
44.4 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Intellectual Property**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
ZIFF ED	10/11/05	2.00	REVIEW CASES ON TRANSFER OF CONFIDENTIALITY AGREEMENTS (2.0).
ZIFF ED	10/12/05	3.20	REVIEW TERM SHEETS OF IP LICENSES TO WHICH DELPHI IS PARTY (3.2).
ZIFF ED	10/18/05	4.00	REVIEW REVISED MEMO ON ASSIGNABILITY OF IP LICENSES PREPARED BY SHEARMAN & STERLING (0.8); REVIEW SELECTED CASE LAW (1.2); PREPARE MARK-UP OF COMMENTS AND COVER LETTER TO SHEARMAN (2.0).
ZIFF ED	10/19/05	0.30	CORRESPONDENCE WITH SHEARMAN RE LICENSE AGREEMENT MEMO (0.3).
ZIFF ED	10/21/05	0.50	REVIEW FINAL VERSION OF SHEARMAN MEMO ON IP LICENSES (0.5).
ZIFF ED	11/10/05	1.00	ADVICE ON ANTI-ASSIGNMENT CLAUSE IN CERTAIN LICENSE AGREEMENTS; REVIEW LICENSE (1.0).
ZIFF ED	11/11/05	2.00	PREPARE FOR CONFERENCE CALL AND CONFERENCE WITH CLIENT RE CERTAIN LICENSE AGREEMENT (2.0).
ZIFF ED	11/17/05	0.50	REVIEW LICENSE TERMS SHEETS (0.5).
ZIFF ED	11/29/05	1.20	REVIEW SOFTWARE LICENSE AND TERMINATION LETTER FROM LICENSOR (1.2).
		<b>14.70</b>	
<b>Total Counsel</b>		<b>14.70</b>	
DE ELIZALDE D	10/18/05	1.90	ANALYSIS RE MEMO ON IP ISSUES (1.9).
DE ELIZALDE D	10/19/05	0.40	CONFERENCE CALL WITH B. CHRISTIE RE DELPHI PATENTS (0.4).
DE ELIZALDE D	11/08/05	0.80	ANALYSIS OF AGREEMENTS WITH FABRICATOR (0.8).
DE ELIZALDE D	11/10/05	2.80	REVIEWED AND REVISED MEMO RE: CERTAIN LICENSE AGREEMENT (0.9); RESEARCH ASSIGNABILITY ISSUE (1.1); ANALYSIS OF IPSO FACTO CLAUSES (.8).
DE ELIZALDE D	11/11/05	0.70	CONFERENCE CALL WITH DELPHI RE DRAFTING OF NEW LICENSE AGREEMENT (0.7).
DE ELIZALDE D	11/14/05	1.40	ANALYSIS OF AGREEMENTS WITH FABRICATOR (1.4).
DE ELIZALDE D	11/17/05	1.90	ANALYSIS OF AGREEMENT AND ISSUES RE BANKRUPTCY (1.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	11/18/05	2.10	ANALYSIS OF AGREEMENTS AND DRAFTED MEMO RE SAME (1.2); ANALYSIS OF FABRICATOR AGREEMENT AND CONFERENCE CALL WITH P. MARSHALL (0.9).
DE ELIZALDE D	11/19/05	3.80	CONTINUED ANALYSIS OF AGREEMENTS AND CONTINUED DRAFTING MEMO RE SAME (3.8).
DE ELIZALDE D	11/21/05	0.50	CONTINUED ANALYSIS OF AGREEMENTS (0.5).
DE ELIZALDE D	11/29/05	1.90	ANALYSIS OF LICENSOR REQUEST FOR PAYMENT OF CERTAIN AMOUNTS (1.9).
		18.20	
HERRIOTT AV	10/19/05	1.40	REVIEW FOREIGN PATENT ISSUE WITH B. CHRISTIE (1.4).
		1.40	
<b>Total Associate</b>		19.60	
<b>TOTAL TIME</b>		<u><b>34.30</b></u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Intellectual Property**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	10/14/05	Copy Center, D	4.97
In-house Reproduction	10/25/05	Copy Center, D	44.03
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$49.00</b>
Telephone Expense	10/28/05	Telecommunications, D	0.85
Telephone Expense	10/28/05	Telecommunications, D	1.36
Telephone Expense	10/28/05	Telecommunications, D	0.22
Telephone Expense	11/23/05	Telecommunications, D	0.22
Telephone Expense	11/23/05	Telecommunications, D	0.10
Telephone Expense	11/23/05	Telecommunications, D	0.15
Telephone Expense	11/23/05	Telecommunications, D	0.06
Telephone Expense	11/23/05	Telecommunications, D	0.04
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$3.00</b>
Reproduction - color	11/22/05	Copy Center, D	185.00
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$185.00</b>
		<b>TOTAL MATTER</b>	<b>\$237.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Intellectual Property**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

<b>NAME</b>	<b>DATE</b>	<b>HOURS</b>	<b>DESCRIPTION</b>
ZIFF ED	01/30/06	2.20	REVIEW "CHESS" SOFTWARE LICENSE AGREEMENT (2.0); WRITE CORRESPONDENCE RE ASSIGNABILITY OF LICENSE (0.2).
ZIFF ED	01/31/06	3.60	LEGAL RESEARCH ON ASSIGNABILITY OF SOFTWARE LICENSES RE: CHESS LICENSE; TELECONFERENCE WITH CLIENT ON CHESS LICENSE (3.6).
		<b>5.80</b>	
<b>Total Counsel</b>		<b>5.80</b>	
DE ELIZALDE D	01/30/06	2.70	ANALYSIS OF SOFTWARE LICENSE AGREEMENT IN RELATION TO THE SALE OF THE CATALYST BUSINESS (2.7).
DE ELIZALDE D	01/31/06	1.10	ANALYSIS OF MDIS CHESS PLATFORM SOFTWARE LICENSE AGREEMENT (1.1).
		<b>3.80</b>	
MEISLER RE	01/30/06	1.50	REVIEW AND REVISED 90-DAY STATUS REPORT FOR W. COSNOWSKI RE PATENT LITIGATION TO APPRIZE THE RELEVANT FORUM OF THE STATUS OF THE CHAPTER 11 (1.5).
MEISLER RE	01/31/06	0.40	TELECONFERENCE WITH W. COSNOWSKI RE 90-DAY STATUS REPORT (0.1); FINAL REVIEW RE SAME (0.2); TELECONFERENCE WITH D. PARSHALL RE LITIGATION INQUIRY (0.1).
		<b>1.90</b>	
<b>Total Associate</b>		<b>5.70</b>	
<b>TOTAL TIME</b>		<b><u>11.50</u></b>	

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Delphi Legal Information Website:  
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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-31  
LITIGATION (GENERAL)  
47.7 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Litigation (General)**

**Bill Date: 01/31/06  
Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
MARAFIOTI KA	12/13/05	1.00	REVISE MOTION TO EXTEND DEADLINE FOR REMOVAL OF ACTIONS (0.8) & NOTICE OF MOTION (0.1) & PROPOSED ORDER (0.1).
MARAFIOTI KA	12/14/05	0.60	FINAL REVIEW OF REMOVAL PAPERS (0.6).
MARAFIOTI KA	12/16/05	0.40	WORK ON MOTION RE EXTENSION OF REMOVAL PERIOD (0.4).
		<b>2.00</b>	
<b>Total Partner</b>		<b>2.00</b>	
HEATHER JL	12/06/05	3.70	LEGAL RESEARCH AND REVIEW CASE LAW AND RULES RE REMOVAL OF STATE COURT ACTION TO BANKRUPTCY COURT (2.8); REVIEW AND ANALYZE BRIEFING IN MISSISSIPPI STATE COURT RE PLAINTIFF'S MOTION TO FILE A SECOND AMENDED COMPLAINT AND SEVER DEBTOR DEFENDANTS (0.9).
HEATHER JL	12/07/05	6.70	LEGAL RESEARCH AND REVIEW CASE LAW RE WHETHER STATE COURT ACTION CONSTITUTES A CORE PROCEEDING WITHIN MEANING OF CODE FOR PURPOSES OF REMOVAL (5.9); REVIEW AND ANALYZE ORDER RE TRADING PROCEDURES AND OBJECTION OF D.C. CAPITAL TO SAME (0.8).
HEATHER JL	12/09/05	2.30	REVIEW AND ANALYZE DRAFT OPPOSITION TO MOTION TO FILE SECOND AMENDED COMPLAINT AND TO SEVER DEBTOR DEFENDANTS IN STATE COURT ACTION (0.7); LEGAL RESEARCH AND REVIEW CASE LAW RE SCOPE OF AUTOMATIC STAY (1.6).
HEATHER JL	12/10/05	2.40	REVIEW AND ANALYZE DRAFT OPPOSITION TO MOTION TO FILE SECOND AMENDED COMPLAINT AND TO SEVER DEBTOR DEFENDANTS IN STATE COURT ACTION (0.9); LEGAL RESEARCH AND REVIEW CASE LAW RE SCOPE OF AUTOMATIC STAY IN SECOND AND FIFTH CIRCUIT (1.2); REVIEW AND ANALYZE CASE LAW RE FILING OF AMENDED PLEADINGS AND VIOLATION OF AUTOMATIC STAY (0.3).
HEATHER JL	12/11/05	0.80	REVIEW AND REVISE DRAFT OPPOSITION TO MOTION TO FILE SECOND AMENDED COMPLAINT AND TO SEVER DEBTOR DEFENDANTS IN STATE COURT ACTION (0.8).
HEATHER JL	12/12/05	0.10	REVIEW AND ANALYZE LETTER TO D.C. CAPITAL RE OBJECTION TO TRADING PROCEDURES (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HEATHER JL	12/14/05	2.70	LEGAL RESEARCH AND REVIEW CASE LAW RE CORE AND NON-CORE CLAIMS IN CONTEXT OF REMOVAL PROCEEDINGS (0.9); LEGAL RESEARCH AND REVIEW CASE LAW RE FIDUCIARY SHIELD DOCTRINE UNDER FIFTH CIRCUIT AND MISSISSIPPI LAW (1.8).
		18.70	
MEISLER RE	12/06/05	1.10	TELECONFERENCE WITH J. PAPELIAN RE SOUTHTRUST LITIGATION AND CWI MATTER (0.3); REVIEWED SOUTHTRUST LITIGATION MATTERS AND POTENTIAL REMOVAL OF ACTION TO BANKRUPTCY COURT (0.5); TELECONFERENCE WITH D. BROWN AND J. PAPELIAN RE SAME (0.3).
MEISLER RE	12/07/05	2.30	TELECONFERENCE WITH D. BROWN AND J. PAPELIAN RE SOUTHTRUST LITIGATION (0.8); ATTENTION TO SAME (1.5).
MEISLER RE	12/09/05	0.50	CONTINUED ATTENTION TO SOUTHTRUST LITIGATION (0.5).
MEISLER RE	12/11/05	0.80	REVIEWED AND COMMENTED ON MOTION TO EXTEND TIME TO REMOVE ACTIONS (0.8).
MEISLER RE	12/12/05	1.70	REVIEWED MATERIALS RE SOUTHTRUST LITIGATION AND AUTOMATIC STAY ANALYSIS RE SAME (1.5); TELECONFERENCE WITH D. BROWN RE SAME (0.2).
MEISLER RE	12/14/05	0.40	CONTINUED REVIEW OF MOTION TO EXTEND TIME TO REMOVE ACTIONS (0.4).
MEISLER RE	12/16/05	0.20	FINALIZE REMOVAL MOTION (0.2).
		7.00	
MICHELI MJ	12/05/05	0.50	BEGAN REVIEW OF MOTION FOR EXTENSION OF DEADLINE TO REMOVE CAUSES OF ACTION (0.5).
MICHELI MJ	12/08/05	1.30	BEGAN REVISIONS TO MOTION TO EXTEND DEADLINE TO REMOVE CAUSES OF ACTION (1.3).
MICHELI MJ	12/09/05	1.10	BEGAN REVISIONS TO MOTION (0.7), ORDER (0.4) TO EXTEND DEADLINE TO REMOVE CAUSES OF ACTION.
MICHELI MJ	12/12/05	0.90	REVIEW AND REVISE MOTION FOR EXTENSION OF DEADLINE TO REMOVE CAUSES OF ACTION (0.9).
MICHELI MJ	12/13/05	0.80	CONTINUED REVISIONS TO MOTION FOR EXTENSION OF DEADLINE TO REMOVE CAUSES OF ACTION RE COMMENTS RECEIVED (0.8).
MICHELI MJ	12/16/05	0.80	FINALIZE PLEADINGS FOR EXTENSION OF DEADLINE TO REMOVE CAUSES OF ACTION (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MICHELI MJ	12/22/05	0.50	REVIEW AND REVISE SCRIPT FOR MOTION FOR EXTENSION OF REMOVAL DEADLINE (0.5).
MICHELI MJ	12/23/05	0.90	REVIEW UPDATED REMOVAL SCRIPT (0.3); REVISE REMOVAL SCRIPT (0.6).
		<b>6.80</b>	
ZALTZMAN H*	12/07/05	4.80	RESEARCH MOTION TO EXTEND TIME TO REMOVE CAUSES OF ACTION PRECEDENT (4.8).
ZALTZMAN H*	12/08/05	3.80	FINISH DRAFTING THE EXTENSION OF DEADLINE TO REMOVE ACTIONS MOTION AND CORRESPONDING ORDER (3.8).
ZALTZMAN H*	12/21/05	1.60	DRAFT SCRIPT FOR REMOVAL EXTENSION (1.6).
		<b>10.20</b>	
<b>Total Associate/Law Clerk</b>		<b>42.70</b>	
ZSOLDOS AF	12/07/05	1.30	PRECEDENT RESEARCH RE MOTION TO REMOVE ACTIONS (1.3).
ZSOLDOS AF	12/12/05	0.50	PRECEDENT RESEARCH RE REMOVAL OF ACTIONS (0.5).
		<b>1.80</b>	
<b>Total Legal Assistant</b>		<b>1.80</b>	
<b>TOTAL TIME</b>		<b><u>46.50</u></b>	

\* Law clerks are law school graduates who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Litigation (General)**

**Bill Date: 01/31/06  
Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	12/13/05	Copy Center, D	1.65
In-house Reproduction	12/19/05	Copy Center, D	2.99
In-house Reproduction	12/20/05	Copy Center, D	3.72
In-house Reproduction	12/23/05	Copy Center, D	10.64
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$19.00</b>
Telephone Expense	12/29/05	Telecommunications, D	10.68
Telephone Expense	12/29/05	Telecommunications, D	16.94
Telephone Expense	12/29/05	Telecommunications, D	2.38
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$30.00</b>
Westlaw	12/06/05	Heather JL	153.16
Westlaw	12/07/05	Heather JL	692.13
Westlaw	12/09/05	Heather JL	113.18
Westlaw	12/10/05	Heather JL	33.93
Westlaw	12/14/05	Heather JL	943.60
		<b>TOTAL WESTLAW</b>	<b>\$1,936.00</b>
		<b>TOTAL MATTER</b>	<b>\$1,985.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Litigation (General)

Bill Date: 02/28/06  
Bill Number: 1108418

NAME	DATE	HOURS	DESCRIPTION
MICHELI MJ	01/04/06	1.10	BEGAN REVISIONS TO THE REMOVAL MOTION SCRIPT (1.1).
		1.10	
TOUSSI S	01/03/06	1.20	REVIEW ENTEK MOTION TO LIFT THE AUTOMATIC STAY (0.4); ADDRESS ISSUES RE SAME RE AGREEMENT AND PROPOSED SETOFF ISSUES (0.8).
		1.20	
ZALTZMAN H*	01/03/06	1.20	REVIEW REMOVAL EXTENSION ORDER AND ALL PROFFERS. (1.2).
ZALTZMAN H*	01/04/06	0.70	MAKE CHANGES TO REMOVAL SCRIPT (0.2); CHECK MATERIALS FOR NOTICE ISSUE RE REMOVAL SCRIPT (0.5).
		1.90	
Total Associate/Law Clerk		4.20	
TOTAL TIME		<u>4.20</u>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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EXHIBIT D-32  
EMPLOYEE MATTERS (RETIREE/OPEB)  
41.4 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Employee Matters (Retiree/OPEB)**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/17/05	0.40	EMAILS FROM/TO B. SAX AND S. SARTIN RE OPEB MATTERS (0.2); REVIEW MATERIALS RE SAME (0.2).
BUTLER, JR. J	10/19/05	0.30	REVIEW COBRA MATTERS (0.3).
BUTLER, JR. J	10/25/05	0.30	EMAILS FROM/TO B. SAX RE RETIREE MATTERS (0.3).
BUTLER, JR. J	10/28/05	0.30	EMAILS FROM/TO R. ROSENBERG RE SECTION 1114 ELECTION BY UNIONS (0.2); FOLLOW UP RE SAME (0.1).
		1.30	
FURFARO JP	11/09/05	0.80	REVIEW OF RETIREE MATERIALS/UPDATE (0.8).
FURFARO JP	11/10/05	0.90	REVIEW OF RETIREE MOTIONS (0.9).
		1.70	
<b>Total Partner</b>		3.00	
FERN BM	11/11/05	1.20	ORGANIZED DOCUMENTS AND BEGIN REVIEWING BACKGROUND MATERIALS RE RETIREE COMMITTEE MOTIONS (1.2).
FERN BM	11/12/05	3.70	REVIEWED ADDITIONAL BACKGROUND MATERIAL RE RETIREE BENEFITS (3.1); REVIEWED AND ANALYZED RETIREE COMMITTEE PLEADINGS (0.6).
FERN BM	11/14/05	4.50	OUTLINED AND SUMMARIZED PLEADINGS RE RETIREE BENEFITS (1.3); RESEARCH RE RETIREE BENEFITS (2.1); BEGAN DRAFTING OBJECTION TO MOTION TO VACATE (1.1).
FERN BM	11/15/05	5.70	CONTINUED DRAFTING OBJECTION TO RETIREE COMMITTEE VACATE MOTION (2.6); RESEARCH RE VACATING AN ORDER (0.7); CONTINUED DRAFTING OBJECTION TO VACATE MOTION (2.4).
FERN BM	11/16/05	3.90	ANALYSIS OF MOTION TO VACATE RETIREE COMMITTEE ORDER (0.8); DRAFTED PROPOSED AGREED ORDER RE SAME (2.2); REVIEWED AND REVISED OBJECTION TO MOTION TO VACATE (0.9).
FERN BM	11/17/05	1.90	UPDATED OBJECTIONS TO RETIREE COMMITTEE MOTIONS (1.9).
FERN BM	11/21/05	2.90	REVIEWED AND REVISED RETIREE COMMITTEE OBJECTIONS (1.3); DRAFTED SCRIPTS RE OBJECTIONS TO RETIREE COMMITTEE MOTIONS (1.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FERN BM	11/22/05	5.70	REVIEWED AND REVISED RETIREE COMMITTEE OBJECTION (1.2); FINAL REVISIONS TO RETIREE COMMITTEE OBJECTIONS (2.8); DRAFTED SCRIPT FOR HEARING ON RETIREE COMMITTEE MOTIONS (1.7) .
FERN BM	11/23/05	2.70	FORMULATE STRATEGY RE RETIREE COMMITTEE MOTIONS (1.2); TELECONFERENCE WITH D. DOYLE RE RETIREE COMMITTEE BENEFIT ORDER (0.3); REVISED PROPOSED AGREED ORDERS RE RETIREE COMMITTEE MOTIONS (0.8); CORRESPONDENCE TO D. DOYLE RE RETIREE ORDERS (0.4) .
FERN BM	11/26/05	0.40	CORRESPONDENCE WITH D. DOYLE RE RETIREE BENEFITS MOTION (0.4) .
FERN BM	11/28/05	5.80	TELECONFERENCE WITH D. DOYLE RE RETIREE BENEFITS MOTIONS (0.3); CORRESPONDENCE WITH D. DOYLE RE SAME (0.3); REVISED SCRIPTS FOR RETIREE COMMITTEE MOTIONS (1.1); DRAFTED NEW SCRIPT FOR RETIREE MOTION (0.5); ADDITIONAL REVISIONS TO RETIREE MOTION SCRIPT (0.2); TELECONFERENCE WITH D. DOYLE RE RETIREE MOTION (0.3); FINAL REVISIONS TO RETIREE MOTION SCRIPT (0.7); REVIEWED WITHDRAWAL OF RETIREE MOTIONS (0.3); TELECONFERENCE WITH J. VITALE RE RETIREE MOTIONS (0.2); ATTENTION TO ISSUES RE RETIREE MOTIONS (1.4); REVIEWED AMENDED NOTICE OF WITHDRAWAL (0.2); REVISED RETIREE MOTION SCRIPT (0.3) .
		<b>38.40</b>	
MEISLER RE	10/20/05	0.30	PARTICIPATED ON TELECONFERENCE WITH COMPANY RE PAYMENT OF RETIREE BENEFITS (0.3) .
MEISLER RE	10/21/05	0.20	REVIEWED NOTICES RECEIVED FROM UNIONS RE CONFIRMATION TO SERVE AS 1114 RETIREE REPRESENTATIVE (0.2) .
MEISLER RE	11/20/05	0.60	REVIEWED AND REVISED OBJECTIONS TO SALARIED RETIREE MOTIONS (0.6) .
		<b>1.10</b>	
<b>Total Associate</b>		<b>39.50</b>	
<b>TOTAL TIME</b>		<b><u>42.50</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Employee Matters (Retiree/OPEB)**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	11/23/05	Telecommunications, D	1.28
Telephone Expense	11/23/05	Telecommunications, D	2.37
Telephone Expense	11/23/05	Telecommunications, D	0.34
Telephone Expense	11/23/05	Telecommunications, D	0.01
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$4.00</b>
Lexis/Nexis	11/14/05	Fern BM	143.93
Lexis/Nexis	11/15/05	Fern BM	128.03
Lexis/Nexis	11/16/05	Fern BM	128.04
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$400.00</b>
Westlaw	11/14/05	Fern BM	36.00
		<b>TOTAL WESTLAW</b>	<b>\$36.00</b>
		<b>TOTAL MATTER</b>	<b>\$440.00</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-33  
REORGANIZATION PLAN / PLAN SPONSORS  
33.6 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Reorganization Plan / Plan Sponsors

Bill Date: 12/30/05  
Bill Number: 1091378

NAME	DATE	HOURS	DESCRIPTION
ZALTZMAN H*	11/30/05	3.80	RESEARCH PRECEDENTS FOR WRITING MOTION FOR ORDER TO EXTEND EXCLUSIVITY PERIOD (3.8) .
		3.80	
Total Associate/Law Clerk		3.80	
ZSOLDOS AF	11/30/05	1.40	PRECEDENT RESEARCH FOR RE EXCLUSIVITY MOTIONS (1.4) .
		1.40	
Total Legal Assistant		1.40	
TOTAL TIME		<u>5.20</u>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Reorganization Plan / Plan Sponsors**

**Bill Date: 01/31/06  
Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
MARAFIOTI KA	12/12/05	0.70	WORK ON MOTION TO EXTEND EXCLUSIVITY (0.6) AND PROPOSED ORDER (0.1).
MARAFIOTI KA	12/13/05	0.60	CONTINUED WORK ON EXCLUSIVITY MOTION (0.5) AND PROPOSED ORDER (0.1).
MARAFIOTI KA	12/14/05	1.20	FINAL REVIEW OF EXCLUSIVITY PAPERS (1.0); CONSIDER EXCLUSIVITY ISSUES (0.2).
MARAFIOTI KA	12/16/05	1.30	WORK ON EXTENSION OF EXCLUSIVITY MOTION (1.3).
		3.80	
<b>Total Partner</b>		3.80	
DE ELIZALDE D	12/01/05	2.90	REVIEWED PRECEDENTS OF MOTIONS AND ORDERS EXTENDING THE EXCLUSIVITY PERIODS (2.9).
		2.90	
HERRIOTT AV	12/09/05	3.80	BEGIN DRAFTING MOTION TO EXTEND PLAN EXCLUSIVITY PERIODS (3.8).
HERRIOTT AV	12/11/05	3.50	CONTINUE DRAFTING MOTION AND ORDER TO EXTEND PLAN EXCLUSIVITY PERIODS (3.5).
HERRIOTT AV	12/12/05	3.20	CONTINUE DRAFTING EXCLUSIVITY MOTION, ORDER AND NOTICE (1.1); ASSEMBLE CHART OF EXCLUSIVITY PERIODS IN SIMILAR CASES (2.1).
HERRIOTT AV	12/13/05	3.60	CONTINUE EDITING MOTION TO EXTEND EXCLUSIVE PERIODS TO FILE A PLAN OF REORGANIZATION (3.6).
HERRIOTT AV	12/14/05	1.50	CONTINUE EDITING EXCLUSIVITY EXTENSION MOTION (1.5).
HERRIOTT AV	12/16/05	1.90	CONTINUE EDITING EXCLUSIVITY MOTION AND ORDER (1.9).
HERRIOTT AV	12/22/05	0.30	DRAFT SCRIPT FOR OMNIBUS HEARING RE EXCLUSIVITY MOTION (0.3).
HERRIOTT AV	12/29/05	0.60	EDIT EXCLUSIVITY SCRIPT (0.6).
		18.40	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	12/12/05	0.70	REVIEWED AND COMMENT ON MOTION TO EXTEND EXCLUSIVITY (0.7).
MEISLER RE	12/14/05	0.30	CONTINUED REVIEW OF EXCLUSIVITY MOTION (0.3).
MEISLER RE	12/15/05	0.50	CONTINUED TO REVIEW AND COMMENT ON MOTION TO EXTEND EXCLUSIVITY PERIOD (0.5).
MEISLER RE	12/16/05	0.50	FINALIZE EXCLUSIVITY MOTION (0.5).
		<b>2.00</b>	
ZALTZMAN H*	12/02/05	1.70	RESEARCH AND DRAFTING RE EXTENSION OF EXCLUSIVITY PERIOD OF PLAN OF REORGANIZATION (1.7).
ZALTZMAN H*	12/09/05	1.00	COMPLETE RESEARCH ASSIGNMENT RE EXCLUSIVITY PERIOD (1.0).
		<b>2.70</b>	
<b>Total Associate/Law Clerk</b>		<b>26.00</b>	
ZSOLDOS AF	12/13/05	1.40	PRECEDENT RESEARCH RE EXCLUSIVITY PERIODS (1.4).
		<b>1.40</b>	
<b>Total Legal Assistant</b>		<b>1.40</b>	
<b>TOTAL TIME</b>		<b><u>31.20</u></b>	

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**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Reorganization Plan / Plan Sponsors**

**Bill Date: 01/31/06  
Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	12/29/05	Telecommunications, D	1.77
Telephone Expense	12/29/05	Telecommunications, D	0.22
Telephone Expense	12/29/05	Telecommunications, D	1.01
<b>TOTAL TELEPHONE EXPENSE</b>			<b>\$3.00</b>
<b>TOTAL MATTER</b>			<b>\$3.00</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

EXHIBIT D-34  
REGULATORY AND SEC MATTERS  
15.9 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Regulatory and SEC Matters**

**Bill Date: 02/28/06  
Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	01/04/06	2.20	CONTINUE TO PREPARE FOR JANUARY 5TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE VARIOUS LEAD SECURITIES PLAINTIFF MOTIONS ON DISCOVERY AND RELATED MATTERS INCLUDING SENIOR MANAGEMENT MEETINGS AND WITNESS PREP IN NEW YORK CITY (2.2).
BUTLER, JR. J	01/05/06	1.80	PREPARE FOR (0.6) AND ATTEND (1.2) OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE VARIOUS LEAD SECURITIES PLAINTIFF MOTIONS ON DISCOVERY AND RELATED MATTERS.
		4.00	
MARAFIOTI KA	01/24/06	2.50	MEETING WITH B. ROSENBERG, M. BROUDE, M. SEIDER, D. BRODSKY, J. PAPELIAN, D. WILSON, D. SHERBIN RE SEC ISSUES (2.0); FOLLOWUP CONFERENCES WITH CLIENT (0.5).
		2.50	
SPRINGER DE	01/10/06	4.40	PREPARATION FOR AND ATTEND CONFERENCE WITH J. PAPELIAN, J. BUTLER, D. WILSON RE SEC INVESTIGATION (3.2); CONFERENCE WITH J. PAPELIAN AND K. BUTLER RE SEC INVESTIGATION MATTERS (1.2).
SPRINGER DE	01/25/06	5.00	CONFERENCE WITH SENIOR GROUP AT SHEARMAN RE SEC AND DOJ INVESTIGATION AND CIVIL SECURITIES LAWSUIT (5.0).
		9.40	
Total Partner		15.90	
TOTAL TIME		<u>15.90</u>	

Hearing Date and Time: July 19, 2006 at 10:00 a.m.  
Objection Deadline: July 12, 2006 at 4:00 p.m.

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- and -

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF FIRST INTERIM APPLICATION OF SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP AND AFFILIATES, COUNSEL TO THE DEBTORS-IN-POSSESSION,  
SEEKING ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND  
REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. §§ 330 AND 331

PLEASE TAKE NOTICE that on May 31, 2006, Skadden, Arps, Slate, Meagher & Flom LLP filed the First Interim Fee Application Of Skadden, Arps, Slate, Meagher & Flom LLP And Affiliates, Counsel To The Debtors-In-Possession, Seeking Allowance And Payment Of Interim Compensation And Reimbursement Of Expenses Under 11 U.S.C. §§ 330 And 331 (the "Application") in accordance with that certain Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals dated November 4, 2005 (as amended from time to time, the "Interim Compensation Order"), seeking an Order awarding interim compensation for professionals' services provided to the Debtors in the amount of \$9,200,920, together with reimbursement for actual and necessary expenses incurred in the amount of \$622,420, during the period from October 8, 2005 through January 31, 2006, inclusive (the "Application Period").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Application will be held on July 19, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Fee Application Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that responses or objections, if any, to the Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Seventh Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on May 19, 2006 (the "Seventh Supplemental Case Management Order") (Docket No. 3824), (c) be filed with the Bankruptcy

Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard) in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on July 12, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those responses or objections made as set forth herein and in accordance with the Seventh Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no responses or objections to the Application are timely filed and served in accordance with the procedures set forth herein

and in the Seventh Supplemental Case Management Order, the Bankruptcy Court may enter an order granting the Application without further notice.

Dated: New York, New York  
May 31, 2006

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
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- and -

By: /s/ Kayalyn A. Marafioti  
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